



# JAYANT AGRO-ORGANICS LTD.

— *Leadership through Innovation* —

Regd. Office: 701, Tower "A", Peninsula Business Park,  
SenapatiBapat Marg, Lower Parel (West), Mumbai - 400 013.

CIN: L24100MH1992PLC066691

Website: -[www.jayantagro.com](http://www.jayantagro.com) Tel: - +91-22-40271300 Fax: - +91-22-40271399

## POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company and the provisions of Chapter IX – "Bonus Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, that the resolution appended below for issue of Bonus Shares in the ratio 1:1 (i.e. 1 (One) Bonus Equity Share of Rs. 5/- (Rupees Five) each for every 1 (One) fully paid-up Equity Shares of Rs. 5/- (Rupees Five) each held) by capitalisation of its Reserves is proposed to be passed by the Members through Postal Ballot / Electronic voting ("E-Voting").

The Explanatory Statement pursuant to Section 102 and Section 110 of the Act, pertaining to the aforesaid Resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The said notice is placed on the Website of the Company ([www.jayantagro.com](http://www.jayantagro.com)).

The Board of Directors at its Meeting held on June 16, 2017 had appointed Mr. Dhrumil M. Shah of M/s Dhrumil M. Shah & Co., Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide E-voting facility to the members of the Company.

Members have option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the same duly completed in all respect in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than closing of working hours i.e 5.00 p.m., on July 23, 2017. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. Members desiring to opt for e-voting are requested to read the instructions in the Notes.

The Scrutinizer will submit his report to the Chairman or in his absence to the Managing Director or to the Whole-time Director of the Company after completion of scrutiny of the Postal Ballots (including e-voting). The results of Postal Ballot shall be declared on or before July 25, 2017 and displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, Registrar and Transfer Agent and shall also be displayed along with the Scrutinizer's report on the Company's website ([www.jayantagro.com](http://www.jayantagro.com)).

The Proposed Special Resolution is given below for your consideration

### **Resolution No: 1: Issue of Bonus Shares**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 63 of the Companies Act, 2013 and Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) on this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and approval of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs Only) from the Securities Premium Reserves or Free Reserves or any other permitted reserves/ surplus of the Company as per the Audited Accounts of the Company for the Financial Year March 31, 2017 for the purpose of issuance of Bonus Shares of face value of Rs. 5/- (Rupees Five) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names appear in the Register of Members on the 'Record Date' determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs. 5/- (Rupees Five) each for every 1 (One) fully paid-up Equity Share of Rs. 5/- (Rupees Five) each held by them."

**“RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the Bonus Equity Shares and that the certificate(s) in respect of Bonus Equity Shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.”

**“RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully-paid up existing equity shares of the Company as on the record date/book closure date save and except that they shall not be entitled to the final equity dividend in respect of financial year ending March 31, 2017.”

**“RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares to Non-Resident Members, Persons of Indian Origin, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be necessary.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Shares, including but not limited to filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs, RBI and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

**Registered Office:**

701, Tower A,  
Peninsula Business Park  
Senapati Bapat Marg,  
Lower Parel (W),  
Mumbai :- 400013

Date: June 16, 2017

Place: Mumbai

Order of the Board of Directors  
**For Jayant Agro-Organics Limited**

Dinesh M. Kapadia  
**Company Secretary**

**Notes:**

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the aforesaid item is set out in the Notice annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members and List of Beneficial Owners as received from National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 16, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (RTA) (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice and Form is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope (BRE).
3. The Board of Directors of the Company have appointed Mr. Dhrumil M. Shah of M/s Dhrumil M. Shah &Co., Practising Company Secretary, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed Postal Ballot Forms from the Shareholders. The Postal Ballot Forms together with the self-addressed business reply envelope are enclosed for use of shareholders.
4. A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer on or before close of business hours i.e. 5.00p.m., on July 23, 2017. Envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However, the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.

5. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman or in his absence to the Managing Director, or the Whole-time Director of the Company. The results will be declared on or before Tuesday, July 25, 2017 at the Registered Office of the Company and the Resolutions will be taken as passed effectively on the date of such declaration, if assented by the requisite majority. The date of declaration of the result by the Chairman or such other Director shall be deemed to be the date of the General Meeting convened in that behalf. The results of the Postal Ballot shall also be communicated to Stock Exchanges where the Company's shares are listed and shall be published through a public notice in newspapers. The result will also be put up on the Company's website: [www.jayantagro.com](http://www.jayantagro.com)
6. The Company is pleased to offer E-Voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for E-Voting are contained in the postal ballot form enclosed herewith.
7. Members can opt only one mode for voting i.e. either by physical ballot or e-voting. In case a Member has cast his vote both physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid, notwithstanding whichever is cast first.

### **EXPLANATORY STATEMENT**

**{Pursuant to Section 102 of Companies Act, 2013 and Section 110 of the Companies Act, 2013}**

#### **Resolution No: 1:**

In view of Silver Jubilee Year, the Board of Directors at its meeting held on June 16, 2017 decided to reward the shareholders by issuing Bonus Shares in proportion of 1 (one) equity share for every 1 (one) existing equity share held by them as on the Record Date (as determine by Board or a Committee thereof) subject to the approval of the members and any other statutory and regulatory approvals as may be applicable.

It is proposed to capitalise such amount standing to the credit of the Securities Premium reserves or any other free reserves or any other permissible Reserve or Accumulated Profits as per the Audited Accounts for the financial year ended 31st March 2017 for the purpose of issuance of the bonus shares. Pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, the Board of Directors recommend for approval of the Members the capitalisation of the reserves for the purpose of issue of above Bonus Shares of the Company.

The bonus shares are being issued in line with the provisions of the Companies Act, 2013 and the Rules made thereunder and the regulations & guidelines issued by the Securities and Exchange Board of India. Requisite applications will also be made to the various Stock Exchanges where the existing shares of the Company are already listed, for permission to deal in such bonus shares.

**Members may kindly note that the Bonus shares proposed to be issued, subject to approval of Members will not be eligible for final equity dividend in respect of financial year ending March 31, 2017 which is being proposed at the forthcoming Annual General Meeting of the Company.**

Accordingly, the Board commends the Resolution No.1 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the Resolution No. 1 of this Notice except to the extent of their shareholdings.

#### **Registered Office:**

701, Tower A,  
Peninsula Business Park  
Senapati Bapat Marg,  
Lower Parel (W),  
Mumbai :- 400013

Date: June 16, 2017

Place: Mumbai

By Order of the Board of Directors  
**For Jayant Agro-Organics Limited**

Dinesh M. Kapadia  
**Company Secretary**

**The instructions for shareholders voting electronically are as under:**

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**

- (i) Open email and open PDF file viz; "evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "evoting.pdf".
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Jayant Agro-Organics Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [dhrumil@dmsah.in](mailto:dhrumil@dmsah.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- IV. Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- V. The e-voting period commences on Saturday, June 24, 2017 at 9.00 a.m. and ends on Sunday, July 23, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, June 16, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.