



ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED
CIN : U01403MH2009PTC291309
Vatika Professional Point, 3rd Floor, Golf Course
Extension Road, Sector-66, Gurgaon – 122 018,
Haryana, India
Ph. +91 124 4937800, Fax +91 124 4937889
Website – www.adm.com

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH (13TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF ADM AGRO INDUSTRIES INDIA PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON MONDAY, 26TH DAY OF DECEMBER, 2022 AT 2:30 PM (IST) THROUGH OTHER AUDIO VISUAL MEANS (OAVM) AT PLOT NO J-97, MIDC, TARAPUR INDUSTRIAL AREA, DORIPUJA ROAD. NEAR MAHAVIR CHAMBERS, BOISAR – 401506, DISTRICT PALGHAR, MAHARASHTRA ORGANISED BY THE COMPANY TO TRANSACT THE FOLLOWING BUSINESSES

ORDINARY BUSINESSES:

- 1. To receive, consider, and adopt the Annual Standalone and Consolidated Financial Statements of the Company as at March 31, 2022 and the Reports of Directors and Auditors thereon.**

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

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2022 including reports of the Board and Auditors thereon and audited consolidated financial statements of the Company for the financial year ended March 31, 2022 including report of Auditors thereon be and are hereby received, considered and adopted.”

- 2. To appoint Haribhakti & Co. LLP (Firm Registration No. 103523W/W100048) as Statutory Auditors of the Company to hold office for a period of Five Years from the conclusion of this Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company and to fix their remuneration.**

To consider and, if thought fit, to pass the following resolutions with or without modification(s) as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), **M/s Haribhakti & Co. LLP** (Firm Registration No. 103523W/W100048) be and are hereby appointed as the Statutory Auditors of the Company, in place of **M/s Suresh Surana & Associates LLP, Chartered Accountants** (Registration No. 121750W/W-100010) Statutory Auditors of the Company who is retiring at the conclusion of this AGM, for a period of five years i.e. from the conclusion of this 13th Annual General Meeting till the conclusion of 18th Annual General Meeting of the Company and that the Board be and is hereby authorized to fix their remuneration.”

SPECIAL BUSINESSES:

- 3. To ratify the remuneration of M/s K. G. Goyal & Associates, Cost Auditors for the financial year 2022-23**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**



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“**RESOLVED THAT** pursuant of provisions of section 148(3) & any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof), remuneration of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand Only) plus GST & out of pocket expense, if any, payable to M/s K. G. Goyal & Associates, Cost Accountants (Registration No. 000024) for the Financial year 2022-23, be and is hereby ratified by the Members of the Company.”

4. To Appoint Ms. Arpita Duarah (DIN: 07609276) as Director of the Company

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

“**RESOLVED THAT** Ms. Arpita Duarah (DIN: 07609276) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 12, 2022, pursuant to Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, and who holds such office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

**By order of the Board of Directors
For ADM Agro Industries India Private Limited**

Ankit Jain
Company Secretary
Membership No. A29499
Address: Vatika Professional Point,
3rd Floor, Golf Course Extension Road, Sector-66,
Gurgaon – 122 018, Haryana, India

Date: 01st December, 2022
Place: Gurugram



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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Business set out in the Notice is enclosed herewith.
2. **THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) VIDE ITS GENERAL CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, GENERAL CIRCULAR NO.17/2020 DATED APRIL 13, 2020, GENERAL CIRCULAR NO. 20/2020 DATED MAY 05, 2020 AND GENERAL CIRCULAR NO. 02/2022 DATED MAY 05, 2022 (COLLECTIVELY REFERRED AS “MCA CIRCULARS”) PERMITTED THE HOLDING OF THE ANNUAL GENERAL MEETING (“AGM”) THROUGH VC / OAVM DURING THE CALENDER YEAR 2022, WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE.** In Compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, this AGM of the Company is being held through Other Audio Visual Means (OAVM). The deemed venue for the AGM shall be the Registered Office of the Company in terms of provision of Act. The framework prescribed by MCA in said circulars would be available to the members for effective participation in following manner:
 - a. Company is convening its **13th AGM** through OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required at a common venue.
 - b. In view of the relaxation provided by MCA vide MCA Circulars, Notice of the AGM along with Annual report for the financial year ended 31st March, 2022 consisting of Financial Statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as Notice) is being sent only through email to all members on their registered email id with the Company and no physical copy of the same would be dispatched.
 - c. The members who have not yet registered their e- mail ids with the Company or wishes to update their registered email id, may send request for the same by writing to the Company Secretary of the Company, Mr. Ankit Jain at Ankit.jain@adm.com for any assistance.
 - d. Notice of the Annual General Meeting shall also be available on website of the Company at <https://www.adm.com/en-us/about-adm/locations/asia-pacific/>.
 - e. Members and Participants, to whom this notice is being circulated, are allowed to submit their questions in advance with regard to financial statements or any matter to be placed at the Annual General Meeting, from their registered email address to Mr. Ankit Jain at Ankit.jain@adm.com. Further, queries or question may also be posed concurrently during the Annual General Meeting. Such questions by the participants shall be taken up during the meeting and replied by the Company suitably.
 - f. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated may join the AGM 15 minutes before the scheduled time till the expiry of 15 minutes after the scheduled time.
 - g. Members shall cast their vote by show of hand at the Meeting. Further, if the poll is demanded at the AGM for voting, then the Chairperson may take the poll as may be demanded within 48 hours from the time when the poll is demanded.
 - h. In case poll is demanded, Members shall convey their vote by poll on the resolutions as set out in notice by sending email from their registered email id to Ankit.jain@adm.com. In case voting is to be done by way of poll, then the Chairperson



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- of the Meeting or any other person authorized by the Chairperson, shall appoint a scrutinizer for the purpose of scrutinizing the voting process in a fair and transparent manner, who shall submit his report to the Chairperson. In case voting is done by way of poll, the Chairperson may adjourn the Meeting and call later to declare the results of the meeting after receipt of scrutinizer report.
- i. Members attending the Meeting through Video Conferencing are required to mark their attendance by mentioning their names during the AGM and by showing their identity proofs for ensuring the attendance.
 - j. In case any assistance is required, before or during the Meeting, with using the technology or in accessing the Meeting, the Members may write to Company Secretary of the Company, Mr. Ankit Jain at Ankit.jain@adm.com.
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting instead of him/herself and such proxy need not be a member of the company. Since this AGM is being held through OAVM, pursuant to the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form and attendance slips are not annexed to this notice.
 4. Since, the AGM will be held through OAVM, the route map of the venue of the Meeting is not annexed hereto.
 5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 along with any identity proof of its authorized representative to attend and vote at the AGM. The said Resolution shall be sent to the Company Secretary of the Company Mr. Ankit Jain by e-mail at Ankit.jain@adm.com atleast 2 days before the date of AGM.
 6. Members attending the AGM through OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 along with all other documents referred to in this Notice, will be available for inspection electronically by the members on all working days during the business hours between 10:00 A.M. to 04:00 P.M upto the date of the Annual General Meeting and during the AGM. Members may request for the inspection by sending an email to the Company Secretary of the Company Mr. Ankit Jain by e-mail at Ankit.jain@adm.com from their registered email addresses.
 8. Instructions for Members for participating in the 13th Annual General Meeting through OAVM are as under:
 - (a) Participants will be able to attend the 13th Annual General Meeting through OAVM facility by using the link as mentioned below

[Click here to join the meeting](#)

Click on the link and participant would be automatically directed to the Meeting. In case any



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assistance is required, before or during the Meeting, with using the technology or in accessing the Meeting, the Members may write to Company Secretary of the Company, Mr. Ankit Jain at Ankit.jain@adm.com.

- (b) Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members are recommended to use stable internet (Wi-Fi or LAN) to avoid any disturbance during the Meeting.



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EXPLANATORY STATEMENT

(Pursuant to section 102(1) of the Companies Act, 2013)

ITEM NO. 3

It is informed to the members of the Company that pursuant to the provisions of Section 148(3) of the Companies Act, 2013 and Rules made thereunder (including any amendment therein or re-enactment thereof), the Board of Directors of the Company has appointed, M/s. K. G. Goyal & Associates, Cost Accountants as Cost Auditor of the Company for carrying out the audit of cost records of the Company for the Financial Year 2022-23 at following remuneration payable as fixed mutually between Company and Cost Auditor as mentioned below:

- For conducting cost audit and report thereon - Rs. 1,50,000/- plus
- GST as applicable, plus
- Out of pocket expenses, if any.

It also informed that pursuant to Rule 14 (2) of Companies (Audit & Auditors) Rule, 2014, remuneration payable to the cost auditor or auditors appointed by the Board require to be mandatorily ratified by the shareholders of the Company, accordingly members of the Company requested to do so by passing of ordinary resolution.

The Board has thus recommended Ordinary Resolution listed in Item No. 3 for your consideration and approval.

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors or KMP are interested in the above said resolution.

ITEM NO. 4

The Board of Directors of your Company had appointed Ms. Arpita Duarah, as an Additional Director of the Company with effect from July 12, 2022 who shall hold such office up to the date of the forthcoming Annual General Meeting, in accordance with the provisions of Section 161(1) of the Companies Act 2013 and rules made thereunder and Articles of Association of the Company.

Ms. Arpita Duarah has given her consent for appointment as a Director and declaration of non-disqualification in the forthcoming Annual General Meeting of the Company.

Ms. Arpita Duarah, aged 44 years, is a law graduate and has wide and varied exposure of dealing with various legal matters. She does not holds membership/ chairmanship of the Board Committees in any other company. Further, she does not hold any beneficial interest in share in the Company and is not related with other Directors, Manager and Key Managerial Personnel.

The Board has thus recommended Ordinary Resolution listed in Item No. 4 for your consideration and approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed Resolution either financial or otherwise except Ms. Aripa Duarah.

**By order of the Board of Directors
For ADM Agro Industries India Private Limited**

Ankit Jain

Company Secretary

Membership No. A29499

Address: Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66,
Gurugram – 122 018, Haryana, India

Date: 01st December, 2022

Place: Gurugram

**Regd. Office: Plot No J-97, MIDC, Tarapur Industrial Area, Doripuja Road. Near Mahavir
Chambers, Boisar – 401506, District Palghar, Maharashtra**