



ADM Agro Industries Latur & Vizag Private Limited

CIN : U15143HR1991PTC085833

Vatika Professional Point, 3rd Floor, Golf Course

Extension Road, Sector-66, Gurgaon – 122018,

Haryana, India

Ph. +91 124 4937800, Fax +91 124 4937889

Website – www.adm.com

NOTICE OF THE 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the members of ADM Agro Industries Latur & Vizag Private Limited will be held on Monday, September 27, 2021 at 1:00 PM through Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at 31st March, 2021, Profit & Loss Account and Cash Flow Statement for the financial year ended as on that date together with annexures, schedules and notes thereon, the Auditors’ Report thereon and the Directors’ Report thereto.**

“**RESOLVED THAT** pursuant to the provisions of Section 129 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), Audited Financial Statements of the Company comprising of Balance Sheet as at **31st March, 2021** and the Profit & Loss Account and Cash Flow Statement for the financial year ended as on that date together with its annexures, schedules and notes thereon and the reports of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:

- 2. To ratify the remuneration of K. G. Goyal & Associates, Cost Auditors for the financial year 2021-22.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof), remuneration of Rs. Rs. 1,00,000/- (Rupees One lakh only) plus GST and Out of Pocket expenses, if any, payable to K. G. Goyal & Associates, Cost Accountants (Registration No. 000024) for the Financial year 2021-22, be and is hereby ratified by the Members of the Company.”

**By order of the Board of Directors
For ADM Agro Industries Latur & Vizag Private Limited**

Kritika Singh
Company Secretary
Membership No. A30959
Address: N1-1904, M3M The Marina,
Sector 68, Gurugram – 122101, Haryana

Date:

Place:

Regd. Office: Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurugram – 122018, Haryana



NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 13th January, 2021 read with circular dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through OAVM, 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, the AGM of the Company is being held through OAVM.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the AGM, is annexed hereto
3. The facility of participation through OAVM is available to all members without any restriction.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a scanned certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 1:00 PM, and shall be closed after the expiry of 15 minutes of the scheduled time.
7. Attendance of members present through OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
8. The Chairman will be appointed as under:
 - 8.1 The members present shall elect the Chairman on show of hands.
 - 8.2 By a poll. Members may convey their votes by sending the same on the kritika.singh@adm.com, when a poll is required to be taken during the meeting on any resolution. Members shall send emails through their email addresses which are registered with the Company.
9. The Members will be allowed to pose questions during the course of the Meeting in regard to the financial statements and other matters. The queries can also be given in advance at kritika.singh@adm.com
10. All documents referred to in the accompanying Notice shall be open for inspection at the Registered office of the Company during normal business hours (9 A.M to 6 P.M) on all working days, upto and including the date of the Annual General Meeting of the Company.
11. During the 30th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013.



12. In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA Circulars have clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated 15th April, 2020, the Company will hold the AGM through OAVM, without the requirement of physical presence of the Members at the registered office of the company. In view of the directions from MCA, the Meeting is being convened through OAVM and physical presence of the Members is not necessary required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue

13. **INSTRUCTION FOR JOINING THE MEETING THROUGH OAVM**

Members can join the meeting the OAVM facility by following the steps below:

1. Accepting the meeting invite sent on registered emails through Microsoft teams.
2. Joining through the Meeting invite link as mentioned below (Click to follow link) :

<https://teams.microsoft.com/l/meetup->
3. You will be taken to a page where you can choose to either join on the web or download the desktop app. If you already have the Teams app, the meeting will open there automatically.
4. If you don't have a Teams account and the organizer has allowed it, you may have the option to enter your name to join the meeting as a guest. If you do have a Teams account, select **Sign in** to join with access to the meeting chat and more. Then, depending on the organizer's settings, you may join the meeting right away or go to the lobby where people in the meeting can admit you.
5. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches

In case of any queries regarding OAVM facility before or during the meeting, Members may call at write to kritika.singh@adm.com to receive a response. Members desiring any assistance relating to joining the meeting are requested to write to us at least 24 Hours before the meeting to enable us to assist you effectively.



EXPLANATORY STATEMENT

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

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated September 21, 2021 and shall be taken as forming part of the Notice.

ITEM NO. 2

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 K. G. Goyal & Associates, Cost Accountants as Cost Auditor of the Company for carrying out the audit of cost records maintained by the Company for the Financial Year 2021-22 for remuneration payable as mentioned below:

- For conducting cost audit and report thereon - Rs. 1,00,000/- plus
- GST as applicable plus
- Out of pocket expenses, if any.

It also informed that pursuant to Rule 14(2) of the Companies (Audit & Auditors) Rules, 2014, remuneration payable to the Cost Auditor or Auditors appointed by the Board is required to be mandatorily ratified by the members of the Company, and accordingly members of the Company are requested to do so by passing of this ordinary resolution.

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

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the Registered office of the Company situated at Vatika Professional Point, 3rd floor, Golf Course Extension Road, Sector 66, Haryana-122018.

**By order of the Board of Directors
For ADM Agro Industries Latur & Vizag Private Limited**

Kritika Singh
Company Secretary
Membership No. A30959
Address: N1-1904, M3M The Marina,
Sector 68, Gurugram – 122101, Haryana

Date:

Place: