

# Vitesse Agro Limited

(Formerly known as EQUINOX CO. LTD.)

CIN: L01200GJ1980PLC093159

Registered Office 322/ A Madhavpura Gunj Bazar, Madhavpura, Ahmedabad-380004

Email: [equinoxcoltd@gmail.com](mailto:equinoxcoltd@gmail.com)

Website: [www.equinoxcoltd.in](http://www.equinoxcoltd.in)

TEL. NO. – 079- 40093436

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF M/ VITESSE AGRO LIMITED (FORMERLY KNOWN AS EQUINOX COMPANY LIMITED) WILL BE HELD ON FRIDAY, AUGUST 23, 2019 AT 01:00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT A-105, 3RD FLOOR, SECTOR-63, GAUTAM BUDDHA NAGAR, NOIDA 201301 UP IN TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

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

### ORDINARY RESOLUTION:

#### ITEM No:1.

### APPOINTMENT OF M/S. SAROJ KUMAR JHA & ASSOCIATES AS STATUTORY AUDITORS FOR THE F.Y. 2019-20 TO FILL CASUAL VACANCY:

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as Ordinary Resolution:

“**RESOLVED THAT** subject to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Saroj Kumar Jha & Associates, Chartered Accountant (FRN. 016303N), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Gopal C Shah & Co., Chartered Accountants.

**RESOLVED FURTHER THAT** M/s. Saroj Kumar Jha & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from the ensuing Extra Ordinary General Meeting until the conclusion of the 39th Annual General Meeting of the Company, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

**BY THE ORDER OF THE BOARD**  
**For VITESSE AGRO LIMITED**

Archana Thakur  
Company Secretary  
M. No.: A35556

DATE: 08/08/2019

PLACE: UTTAR PRADESH

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. A proxy shall not have right to speak at EGM and shall not be entitled to vote except on poll.
3. Proxies in order to be effective must be received at the Company's Corporate Office at A-105, 3<sup>rd</sup> Floor, Sector 63 Gautam Buddha Nagar Noida 201301 Uttar Pradesh not less than 48 hours before the time fixed for the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organization. A form of Proxy and Attendance Slip is enclosed.
4. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy verification of attendance at the Meeting.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of above resolutions is enclosed.
6. Copies of all documents referred to in the Notice are available for inspection at the Corporate Office of the Company during normal business hours (11.00 a.m. to 5.00 p.m.) on all working days till the date of the Extra Ordinary General Meeting.
7. The Notice of the Extra Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
8. Members are requested to notify immediately any change in their addresses.
9. Attendance will start at 12:00 P.M.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 17<sup>th</sup> August, 2019 to Friday 23<sup>rd</sup> August, 2019 (both days inclusive).
11. **PROCESS FOR MEMBERS OPTING FOR E-VOTING**
  - i. In Compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, the company is pleased to offer the facility of voting through electronic means and the business set out in the notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL.
  - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company as on the cut-off date i.e. Friday 16<sup>th</sup> August, 2019 shall be entitled to avail the facility of remote e- voting as well as voting at the EGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. The remote voting will commence on Tuesday 20<sup>th</sup> August, 2019 at 09:00 A.M. and will ends on Thursday, 22<sup>nd</sup> August, 2019 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 Friday 16<sup>th</sup> August 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

- v. The facility for voting through Poll Paper would be made available at the EGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e- voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the Cut-off date i.e. Friday 16<sup>th</sup> August, 2019.
- vii. The Procedure and instructions for remote e-voting are as follows:
- a. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - b. Click on Shareholders.
  - c. Now Enter your User ID
    - (i) For CDSL: 16 digits beneficiary ID,
    - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - d. Next enter the Image Verification as displayed and Click on Login.
  - e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - f. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p><b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></p> <ul style="list-style-type: none"> <li>• <b>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip (affixed on a Notice).</b></li> </ul>
<b>DOB</b>	<p><b>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</b></p>
<b>Dividend Bank Details</b>	<p><b>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</b></p> <ul style="list-style-type: none"> <li>• <b>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</b></li> </ul>

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- j. Click on EVSN of the Company.
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and

option NO implies that you dissent to the Resolution.

- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Shareholders can also use Mobile app – "m – Voting" for e-voting. m – Voting app is available on Apple, Android and Windows based mobile. Shareholders may login to m-voting using their e-voting credentials to vote for the company resolution(s)
- r. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of Members receiving physical copy**

- i. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ii. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- iii. The Company has appointed Mr. Deepak Lath, Practicing Company Secretary (Membership No. 5309 and COP No. 3644) to act as the Scrutinizer for conducting the remote e-voting process and voting at poll in a fair and transparent manner.
- iv. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility. E-voting facility will not be made available at the EGM venue.
- v. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- vi. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

Due to the casual vacancy caused by the resignation of **M/s. Gopal C Shah & Co** Chartered Accountants, the statutory auditors, the Board at its meeting held on May 25, 2019 appointed **M/s. Saroj Kumar Jha & Associates**, Chartered Accountants (FRN.013811N) to act as the statutory auditors of the company up to the conclusion of the next Annual General Meeting of the company, subject to the approval of the shareholders in the Extra-Ordinary General Meeting to be held on August 23, 2019.

Your directors recommend the resolution set out in the notice for your approval as an ordinary resolution.

None of your Directors, or their relatives, is interested, either financially or otherwise, in passing of the said resolutions.

**BY THE ORDER OF THE BOARD  
For VITESSE AGRO LIMITED**

**Archana Thakur  
Company Secretary  
M. No.: A35556**

**DATE: 08/08/2019  
PLACE: UTTAR PRADESH**

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## FORM MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]]

Name of member(s) :	Email Id
Registered Address :	Folio No/Client Id :
	DP Id :

I/We, being the member(s) of \_\_\_\_\_ shares of **VITESSE AGRO LIMITED**, hereby appoint:

1. Name: \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or falling him

2. Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or falling him

3. Name : \_\_\_\_\_ Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, 23<sup>rd</sup> August, 2019 at 10:00 A.M. at A-105, 3<sup>rd</sup> Floor, Sector 63 Gautam Buddha Nagar Noida 201301 Uttar Pradesh at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr.No.	Resolutions	Optional	
		For	Against
<b>Special Business</b>			
1.	To appoint M/S. Saroj Kumar Jha & Associates as Statutory Auditors of the Company due to casual Vacancy.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019 \_\_\_\_\_

Signature of Shareholder

Affix  
one Rupee  
Revenue  
Stamp

Signature of first proxy holder

Signature of second proxy holder Signature of third proxyholder

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## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id *	Folio No.
Client Id*	No of Shares

Name and Address of Shareholder: \_\_\_\_\_

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Friday, 23<sup>rd</sup> August, 2019 at 1:00 P.M. at the Registered Office of the company at A-105, 3<sup>rd</sup> Floor, Sector 63 Gautam Buddha Nagar Noida 201301 Uttar Pradesh.

\_\_\_\_\_  
Signature of First holder/Proxy/Authorised Representative

### Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. **NO GIFTS SHALL BE DISTRIBUTED IN THE MEETING OR AFTERWARDS.**

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SI No.	Particulars	Details
1	Name of the first named shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*applicable to investors holding shares in dematerialised form)	
4	Class of Shares	Equity Shares

I/We hereby exercise my/our vote in respect of resolution as set out in the notice of Extra-ordinary General Meeting of the Company to be held on Friday, 23rd August, 2019 at 1.00 P.M. at A-105, 3rd Floor, Sector 63 Gautam Buddha Nagar Noida 201301 Uttar Pradesh by recording my assent or dissent to the said resolutions in the following manner:

Sl. No.	Resolutions	No. of shares held by me	I/We assent to the resolution	I/We dissent to the resolution
	<b>SPECIAL BUSINESS</b>			
1	To approve appointment of Statutory Auditors of the Company for the Financial Year 2019-2020 to fill Casual Vacancy.			

Place: Uttar Pradesh

Date:

(Signature of the shareholder)

Notes: Please read the instructions printed below carefully before exercising your vote



## ROUTE MAP TO THE VENUE OF EGM

ADDRESS OF THE VENUE: A-105, 3RD FLOOR, SECTOR-63, GAUTAM BUDDHA NAGAR, NOIDA 201301 UP IN

