



Ajanta Soya Limited

CIN: L15494RJ1992PLC016617

Regd. Office & works: SP 916, Phase-III, Industrial Area, Bhiwadi – 301 019, Rajasthan.

Phone: 911-6176727, 911-6128880

Corp Office: 12th Floor, Bigjo's Tower, A-8, Netaji Subhash Place, Wazirpur District Centre, Delhi – 110 034,

Website:-www.ajantasoya.com, E-mail:-info@ajantasoya.com, care@ajantasoya.com

Phone:-91-11-42515151, **Fax:** 91-11-42515100

AN ISO 22000 : 2005 Certified Company

POSTAL BALLOT NOTICE

NOTICE is hereby given to the shareholders of Ajanta Soya Limited (the “Company”) that pursuant to Sections 108, 110 of the Companies Act, 2013 (the “Act”) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (collectively “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and other applicable provisions of the Act, rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) appended below are proposed to be passed by the shareholders through postal ballot by remote e-Voting process (“e-Voting”). The statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed herewith for your consideration. The Company has made arrangements for the shareholders to register their email Ids. Therefore, those shareholders who have not yet registered their email Ids are requested to register the same by following the procedure set out in the notes to this Notice of Postal Ballot (“Notice”).

In accordance with the MCA Circulars, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes to this Notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-Voting not later than 5.00 p.m. IST on Monday, the May 23, 2022, to be eligible for being considered, failing which it will be considered that no vote has been received from the relevant shareholder. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

SPECIAL BUSINESS(ES):

Item No. 1: To consider and approve sub-division of equity shares of the Company:

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**Resolved that** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into five (5) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”).



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Resolved further that pursuant to the sub-division of equity shares of the Company with effect from the Record Date, each equity share of the Company having a face value of Rs. 10/- (Rupees Ten Only) in the authorized, issued, subscribed and paid-up equity share capital shall stand sub-divided into 5 (Five) equity shares of a face value of Rs. 2/- (Rupee Two Only) each.

Resolved further that pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substitute the same with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 16,10,00,000/- (Rupees Sixteen Crores Ten Lakhs only), divided into 8,05,00,000 (Eight Crores Five Lakhs only) equity shares of Rs. 2/- (Rupees Two only) each.

Resolved further that upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid up, and the Company shall, without requiring the shareholders to surrender the old/existing share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective depository participants, *in lieu* of the existing credits representing the equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each on the Record Date.

Resolved further that the Board of Directors of the Company be and is hereby authorized to agree to such changes/ modifications as may be suggested by the Registrar of Companies or other competent authority or that may otherwise deem fit by the Board and to take such other steps as may be required to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, remove any difficulty, to agree to such changes/ modifications as may be suggested by the Stock Exchanges, Registrar of Companies or other competent authority and that may be deemed fit by the Board, with regard to the sub-division of the equity shares and the alteration of the capital clause of the Memorandum of Association of the Company, as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

Item No. 2: To consider and approve alteration of Object Clause of the Memorandum of Association of the Company:

To consider and, if thought fit, to give assent or dissent, to the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the Members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies and other competent authorities, if required, Clause III of Memorandum of Association of the Company, being the Object Clause be and is hereby altered in the following manner:

Part A of Clause III containing the “Main Objects” be and is hereby altered by inserting following new sub-clauses no. 6 & 7 immediately after sub-clause no. 5 as follows:

6. *To engage and deal in all aspects of the business, consultancy, generation, transmission, sale, purchase, captive consumption, supply and distribution of Solar Power/Electricity, Hydro Power, Thermal Power, Geothermal Power, Biomass Power in India and abroad by establishment of solar power plant or any other type of power generation plant using conventional and/or non-conventional energy sources as may be in use or which may be developed or invented in future.*
7. *To carry on the activities of nursery, plantation, agriculture, horticulture and farming on any land or property of the company or upon any other property or land whether belonging to the company or not and to act as a consultant in the field of nursery, plantation, agriculture, horticulture and farming and processing of such produce and to import and export plants and other produce and products relating to the activities of nursery, plantation, agriculture, horticulture and farming and extraction and process of such agriculture produce, including but not limited to oilseeds, pulses, rice, wheat, maize, millets, nuts, vegetables or any other kind of agricultural produce.*

Resolved further that the Board of Directors of the Company be and is hereby authorized to agree to such changes/modifications as may be suggested by the Registrar of Companies or other competent authority or that may otherwise deem fit by the Board and to take such other steps as may be required to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to aforesaid resolution without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

By order of the board of Directors
For Ajanta Soya Limited

Abhey Goyal
Whole Time Director
DIN: 02321262

Date: 20th April, 2022
Place: New Delhi



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Notes:

1. The Statement, pursuant to Section 102 and Section 110 of the Act read with Regulation 17(11) of the Listing Regulations, setting out material facts concerning the business under Item Nos. 1 & 2 of the Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to all those shareholders whose names appear in the register of shareholders/list of beneficial owners as after the closing of business hours on Friday, April 15, 2022 i.e. the cut-off date and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Skyline Financial Services Pvt. Ltd. (“RTA” or “Skyline”) or Depository Participants (“DP”).
3. Notice **will also be available on the Company’s website at www.ajantasoya.com**, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depositories Limited (“NSDL”) at <https://www.evoting.nsdl.com>.
4. In compliance with provisions of Section 108 and Section 110 of the Act read with rules made thereunder, Regulation 44 of the Listing Regulations, as amended, and MCA Circulars, the shareholders are provided with the facility to cast their vote electronically, through the e-Voting facility on all the resolutions set forth in this Notice. The facility of casting votes will be provided by NSDL.
5. As per the MCA Circulars and on account of the threat posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through e-Voting only.
6. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-Voting. Any person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
7. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Document(s) referred to in the statement, if any, may be inspected electronically on all working days without any fee from the date of circulation of this Notice until the last date for receipt of votes through e-Voting by writing an email to the Company Secretary at cs@ajantasoya.com.
9. **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING:**
 - i. E-voting facility will be available during the following period:

Commencement of e-Voting	From 09.00 A.M. IST on Sunday, April 24, 2022
End of e-Voting	Upto 05.00 P.M. IST on Monday, May 23, 2022

The e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.

- ii. During the e-Voting period, shareholders can login at NSDL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.
- iii. The details of the process and manner for e-Voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e.

	<p>NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rndregular@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address cs@ajantasoya.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ajantasoya.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account

statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ajantasoya.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
10. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical form.
11. If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at +91 22 24994545, +91 22 24994559.
12. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, (NSDL), National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559.
13. The Board of Directors of the Company has appointed Mr Debabrata Deb Nath, (Membership No. FCS 7775) Partner, M/s R & D Company Secretaries, Practicing Company Secretaries, as scrutinizer ("Scrutinizer") for conducting the Postal Ballot through e-Voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
14. The Scrutinizer shall, after end of e-Voting period, scrutinize the votes cast through e-Voting, make a Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within two working days after end of e-Voting period and the same, along with the Scrutinizer's Report, shall be placed on the website of the Company (www.ajantasoya.com), NSDL (www.evoting.nsdl.com) and shall be communicated to BSE Limited.
15. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, May 23, 2022, i.e., the last date specified for receipt of votes through the e-Voting.

EXPLANATORY STATEMENT

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The equity shares of the Company are listed and traded on BSE Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors of the Company in its meeting held on 20th April, 2022 considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into five (5) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”), subject to approval of shareholders and other competent authorities.

The sub-division of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

The sub-division shall be on proportionate basis and there shall not be any change in the shareholding pattern of the Company due to the aforesaid sub-division.

The capital structure of the Company pre and post sub-division shall be as below:

Particulars	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (INR)	Total Share Capital (INR)	No. of equity shares	Face Value (INR)	Total Share Capital (INR)
Authorised Share Capital	1,61,00,000	10	16,10,00,000	8,05,00,000	2	16,10,00,000
Issued, Subscribed and Paid-up Share Capital	1,60,96,598	10	16,09,65,980	8,04,82,990	2	16,09,65,980

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of special resolution for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 1, except to the extent of their shareholding in the Company. The Board recommends passing of the resolution.



Ajanta Soya Limited

CIN: L15494RJ1992PLC016617

Regd. Office & works: SP 916, Phase-III, Industrial Area, Bhiwadi – 301 019, Rajasthan.

Phone: 911-6176727, 911-6128880

Corp Office: 12th Floor, Bigjo's Tower, A-8, Netaji Subhash Place,
Wazirpur District Centre, Delhi – 110 034,

Website:-www.ajantasoya.com, E-mail:-info@ajantasoya.com, care@ajantasoya.com

Phone:-91-11-42515151, **Fax:** 91-11-42515100

AN ISO 22000 : 2005 Certified Company

Item No. 2

The Company is presently engaged in the business of manufacturing of edible oil, bakery shortening and related activities. The company has been exploring from time-to-time various other connected business segments as its plan for diversification, business growth and/ or for captive uses. Your Board considers that the new potential businesses would be in larger interest of the Company and all stakeholders. This will also enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The alteration in the Main Objects Clause of the Memorandum of Association as set out in the Resolution. Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of the Memorandum of Association. The Board of Directors in its meeting held on 20th April, 2022 has approved the aforesaid alteration in the Object Clause of the MOA of the Company, subject to the approval of the Members of the Company. The Board recommends passing of the resolution by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item No. 2, except to the extent of their shareholding in the Company. The Board recommends passing of the resolution.

By order of the board of Directors
For Ajanta Soya Limited

Date: : 20th April, 2022
Place: New Delhi

Abhey Goyal
Whole Time Director
DIN: 02321262