



West Bengal Agro Industries Corporation Ltd.,
(A Govt. Undertaking)
Registered Office: 23B, Netaji Subhas Road, 3rd Floor,
Kolkata – 700001

CIN: U29211WB1968SGC027349

Phone No. 2230-2314

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Website: www.wbagroindustries.com

Ref.No.AIC/EGM/2018/8421

Dated: 5th January, 2018

NOTICE

Notice is hereby given that Extra-Ordinary General Meeting of the Members of West Bengal Agro Industries Corporation Ltd. will be held on Friday, 5th January, 2018 at 02.00 PM at the registered office of the Corporation at 23B, Netaji Subhas Road, 3rd Floor, Kolkata-700001 to transact the following business:

Special Business:

1. Alteration of Objects Clause of Memorandum of Association of the Company:

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

"Resolved that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) consent of the Members of the Company be and is hereby accorded to the alteration of Ancillary Objects Clause of Memorandum of Association of the Company by insertion of the following sub-clause no. 28A after the existing sub-clause no. 28 :

28A. To enter into partnership or into any arrangements for sharing of profits, amalgamation, merger, demerger, arrangement, reconstruction, union of interest, reciprocal concession or co-operation with any person, partnership, entity, body or company and to promote and aid in promoting constituting, forming and organizing companies or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the objects thereof for any other purpose which this company may think expedient."

**By order of the Board of Directors
For West Bengal Agro Industries Corporation Ltd.**

Place: Kolkata.

Date: 5th January, 2018

Name: Shri Hari Sankar Pramanick

Managing Director

DIN: 07022917

To:

- (i) The Principal Secretary to the Govt. of West Bengal, Water Resources Investigation & Development Department, Khadya Bhawan, Block-A, 5th Floor, 11A, Mirza Ghalib Street, Kolkata-700087 (Shareholder).
- (ii) All Other Shareholders.
- (iii) Hon'ble Chairman, WBAIC Ltd., & Chairman, Audit Committee, WBAIC Ltd.
- (iv) Hon'ble Vice-Chairman, WBAIC Ltd.
- (v) Hon'ble Director, WBAIC Ltd.
- (vi) Hon'ble Director, WBAIC Ltd., & Financial Advisor & Joint Secretary, Agricultural Marketing Department, Water Resources Investigation Department, Khadya Bhawan, Block-A, 5th Floor, 11A, Mirza Ghalib Street, Kolkata-700087.
- (vii) Secretary-cum-Chief Personnel Officer, WBAIC Ltd.
- (viii) Dy. Financial Adviser & Chief Accounts Officer, WBAIC Ltd.
- (ix) M/s. JBS & Company, Chartered Accountants (Statutory Auditor for the Financial Year 2017-18).
- (x) M/s. Subhasis Bosu & Co. (Secretarial Auditor for the Financial Year 2016-17).
- (xi) M/s. D.P. Sen & Co. (Internal Auditor for the Financial Year 2017-18).

Managing Director

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy(s) to attend and vote on a poll instead of himself and 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 a proxy for any other person or shareholder. A proxy Form should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A proxy may be sent in Form MGT-11 as prescribed in the Companies (Management and Administration) Rules, 2014.
2. Members are requested to:
 - (a) Notify immediately any change in their address to the Company.
 - (b) Quote their Folio Numbers in all correspondence with the Company.
 - (c) Furnish Bank Account particulars, in case there is a change.
 - (d) Update their PAN number and Aadhaar Number in the Register of Members of the Company.
3. Statements pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses are attached.
4. This Meeting has been convened on a shorter notice than that required under Section 101 of the Companies Act, 2013 and written consent from all the Members of the Company have been obtained.
5. All documents referred to in the accompanying notice and the statement of material facts under section 102 of the Act shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days up to and including the date of Extra-Ordinary General Meeting of the Company.
6. The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed hereto.

Statement of Material Facts pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying notice:

ITEM NO. 1:

The Members of the Company are hereby informed that the Objects Clause of the Memorandum of Association do not have any enabling clause for amalgamation / merger. However, the State Government has issued directions vide Memo No. 1093-F(Y) dated 21st February, 2017 that West Bengal State Minor Irrigation Corporation Limited ("WBSMICL") would be amalgamated/ merged with West Bengal Agro-Industries Corporation Limited ("WBAICL").

The object of this application was to ultimately obtain sanction of the Central Government to a Scheme of Amalgamation between WBSMICL and WBAICL whereby the business of WBSMICL will be merged with WBAICL, on the terms and conditions as stated in the said Scheme of Amalgamation.

In view of the above, the Ancillary Objects are required to be amended by insertion of an appropriate enabling clause. The Board of Directors at its meeting held on 5th January, 2018 has recommended an appropriate clause to be inserted in the Ancillary Objects of the Memorandum of Association as embodied in the subject resolution.

As per the provisions of Section 13 of the Companies Act 2013, alterations of the provisions of Objects Clause of Memorandum of Association require approval of Members by way of a Special Resolution in the General Meeting of the Company.



The Directors recommend the resolution(s) for your adoption.

A copy of the Memorandum and Articles of Association of the Company before and after alterations will be available for inspection at the registered office of the Company on all working days during business hours.

None of the Directors and their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

**By order of the Board of Directors
For West Bengal Agro Industries Corporation Ltd.**

Place: Kolkata.

Date: 5th January, 2018



**Name: Shri Hari Sankar Pramanick
Managing Director
DIN: 07022917**