



PIONEER AGRO EXTRACTS LTD.

Notice to the Members

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Pioneer Agro Extracts Limited will be held on Tuesday, the 30th day of September, 2014 at 11:30 A.M at the Registered Office of the Company situated at Chhoti Nehar, Malakpur, Pathankot - 145025 (Punjab), to transact the following businesses-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit & Loss for the year on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bharat Bhusan Aggarwal (holding DIN 0406624), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors to hold office from the conclusion of this annual general meeting until the conclusion of 25th annual general meeting and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013("the Act") and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Anil Vasudeva & Co., Chartered Accountants, (Firm Registration No 0059470N), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), and Board of Directors of the Company be and is hereby authorised to fix the remuneration as may be determined by the Audit Committee in consultation with the Auditors."

4. To approve remuneration of cost auditors for the financial year ending on 31st March, 2015 and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s J. Verma & Associates, Cost Accountants, (Registration No. 27611) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company in respect of Animal or Vegetable Fats & Oils for the financial year ending March 31, 2015, at remuneration of 25,000/- (Rupees Twenty Five Thousand) plus applicable Service Tax thereon and reimbursement of actual out of pocket expenses"

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acts, deeds and things which are necessary to be complied with ROC for the appointment of Director.

7. **To adopt and make relevant alterations/amendments in the Memorandum of Association and Articles of Association of the Company as per Table A & F of Companies Act 2013**

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 4 and Section 5 of the Companies Act, 2013 and other applicable provisions of the said Act, consent of the Company be and is hereby accorded to adopt Memorandum of Association of the Company as per Table A and to adopt Article of Association of the Company as per Table F of Schedule 1 of the Companies Act, 2013 with relevant and suitable changes made by addition and deletion of existing clauses to meet the requirements of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to execute necessary documents and digitally sign prescribed e-forms with ROC."



**By the order of Board
For Pioneer Agro Extracts Ltd**

(Jagat Mohan Aggarwal)
Managing Director
DIN: 00750120

Place : Pathankot
Dated : 22.08.2014

Address: "Vasu Vatika", Shant Vihar, Garden Colony
Extension, Mission Road, Pathankot-145001

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

ITEM NO. 4

The Board of Directors on the recommendation of the audit committee has approved the appointment and remuneration of M/s M/s J. Verma & Associates, Cost Accountants, (Registration No. 27611) as cost auditors of the company to conduct the audit of the cost accounts and records maintained by the Company for the financial year ending 31st March, 2015.

In accordance with the provisions of the section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company.

Accordingly the consent of the members of the Company is being sought for passing an ordinary resolution set out at Item No. 4 of the Notice for ratification of remuneration payable to the cost auditors for the financial year ending on 31st March, 2015.

None of the Directors/ Key Managerial Personnel/ their relatives are in any way concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the notice.

The Board recommends the ordinary resolution set out at Item No. 4 of the notice for the approval by the shareholders of the company.

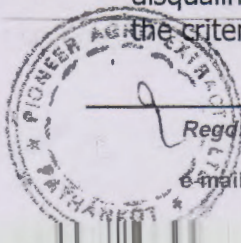
ITEM NO 5.

Shri Rajinder Kumar Uppal was appointed as an additional Director by the Board of Directors at their meeting held on 30.05.2014. pursuant to section 161 of the Companies Act, 2013 and Article No. 67 of the Articles of Association of the Company Mr. Rajinder Kumar Uppal is entitled to hold office upto the date of this annual general meeting. The Company has received a notice in writing from a member pursuant to section 160 of the Act along with deposit of the requisite amount proposing the candidature of Mr. Rajinder Kumar Uppal for the office of an Independent Director.

Shri Rajinder Kumar Uppal aged 59 years is a professor and has wide experience in administration and teaching profession.

The Company has received from Mr. Rajinder Kumar Uppal (i) Consent to act as a Director in Form No. DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014, (ii) Intimation in Form No. DIR-8 in terms of Companies (Appointment and qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act and (iii) Declaration to the effect that he meets the criteria of independence as provided in section 149 of the Act.

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PIONEER AGRO EXTRACTS LTD.

The Board of Directors of your company is of the opinion that Mr. Rajinder Kumar Uppal proposed to be appointed as an independent Director fulfils the conditions specified in the Act and rules made thereunder and that he is independent of Management. A draft letter of appointment of Mr. Rajinder Kumar Uppal as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of the annual general meeting.

Except Mr. Rajinder Kumar Uppal, no other Director or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Rajinder Kumar Uppal as an Independent Director of the company for five consecutive years for a term upto May 29, 2019 pursuant to section 149 of the Act and other applicable provisions of the Act and rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution as set forth at Item No. 5 for the approval of the members.

The Board in its meeting held on 30.05.2014 approved the appointment of Mr. Rajinder Kumar Uppal as an Independent Director and in opinion of the Board; he fulfils the conditions specified for his appointment as per Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and as per statutory Listing Agreement clause being a Listed Company.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of Annual General Meeting.

The Directors of the Company, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolutions as set out above in the Notice to the extent of number of shares held by them in the Company.

The required information under Clause 49 of the Listing Agreement has been appended below.

The Directors recommend the proposed Ordinary Resolutions for approval by the Members.

ITEM NO 6.

Shri Dinesh Sharma was appointed as Director by the Company w.e.f. 10.02.2010 as per applicable provisions of Companies Act 2013. Mr. Dinesh Sharma is entitled to hold office upto the date of this annual general meeting as per applicable provisions of Companies Act 2013. The Company has received a notice in writing from a member pursuant to section 160 of the Act along with deposit of the requisite amount proposing the candidature of Mr. Dinesh Sharma for the office of an Independent Director.

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Regd. Office : Chhoti Nehar, Malakpur, Pathankot - 145 025 (Punjab) INDIA Tel.: +91-186-2345352/53/54/55
Fax : + 91-186-2345351 CST No. : 10843116. Dt. 10-02-93 TIN : 03271047456
e-mail : headoffice@pioneerindustries.org www.pioneerindustries.org CIN : L15319PB1993PLC012975



PIONEER AGRO EXTRACTS LTD.

Shri Dinesh Sharma aged 54 years is a professor and has wide experience in administration and teaching profession.

The Company has received from Mr. Dinesh Sharma (i) Consent to act as a Director in Form No. DIR-2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014, (ii) Intimation in Form No. DIR-8 in terms of Companies (Appointment and qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act and (iii) Declaration to the effect that he meets the criteria of independence as provided in section 149 of the Act.

The Board of Directors of your company is of the opinion that Mr. Dinesh Sharma proposed to be appointed as an independent Director fulfils the conditions specified in the Act and rules made thereunder and that he is independent of Management. A draft letter of appointment of Mr. Dinesh Sharma as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of the annual general meeting.

Except Mr. Dinesh Sharma, no other Director or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Dinesh Sharma as an Independent Director of the company for five consecutive years for a term upto September 29, 2019 pursuant to section 149 of the Act and other applicable provisions of the Act and rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution as set forth at Item No. 6 for the approval of the members.

The Board in its meeting held on 31.07.2014 approved and proposed the appointment of Mr. Dinesh Sharma as an Independent Director w.e.f. 30.09.2014 and in opinion of the Board; he fulfils the conditions specified for his appointment as per Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and as per statutory Listing Agreement clause being a Listed Company.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of Annual General Meeting.

The Directors of the Company, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolutions as set out above in the Notice to the extent of number of shares held by them in the Company.

The required information under Clause 49 of the Listing Agreement has been appended below.

The Directors recommend the proposed Ordinary Resolutions for approval by the Members.

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PIONEER AGRO EXTRACTS LTD.

Details of Directors seeking appointment at the forthcoming Twenty Second Annual General Meeting

Name of the Director	Mr. Bharat Bhusan Aggarwal	Mr. Rajinder Kumar Uppal	Mr. Dinesh Sharma
Date of Birth	30/03/1959	30/07/1955	10/02/1960
Date of Appointment	20/01/1993	30/05/2014	10/02/2010
Qualifications	B.Com	M.Com M. Phil Ph.D	M.A.
Expertise in functional Areas	Corporate Affairs and Management	Corporate Affairs and Management, Administration & Professional Teaching	Corporate Affairs and Management, Administration & Professional Teaching
List of Public Companies in which Directorship is held	Pioneer Agro Extracts Ltd	Pioneer Agro Extracts Ltd	Pioneer Agro Extracts Ltd
Chairman / Member of the Committees of the Board of the Companies on which he is a Director	Nil	Nil	Pioneer Agro Extracts Ltd Shareholder/Investor Grievance Committee-Member Audit Committee-Member
Shareholding in the Company	49800 Equity Shares of Rs 10 each	Nil	Nil



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ITEM NO. 7.

The Board at their meeting held on 30.05.2014 discussed and approved the adoption of Memorandum of Association (MOA) of the Company as per Table A with appropriate amendment in MOA and Article of Association of the Company as per Table F of Schedule 1 of the Companies Act, 2013 with relevant changes to meet the requirements of the Company.

The resolution for the same is placed at the ensuing Annual General Meeting for your kind approval.

The Directors of the Company, Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolutions as set out above in the Notice to the extent of number of shares held by them in the Company.

NOTES –

1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll on his/her behalf. A proxy need not be a Member of the company. However, proxies, in order to be effective, must be received at the Registered Office, not less than forty-eight hours before the commencement of this Annual General Meeting i.e. before 11:30 a.m. on 28th September, 2014.
2. The Instrument of Proxy in Form MGT 11 (Proxy Form) prescribed under Companies (Management and Administration) Rules 2014 pursuant to section 105(6) of the Companies Act 2013 is given separately.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send the certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Equity Shares of the Company are admitted in the Depository System and are available for trading in Depository system of both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). The ISIN No. allotted to the Company is INE 062E01014
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who are holding shares in identical order of names in more than one Folio in physical form are requested to write to the Company / the Registrars to consolidate their holdings in one Folio.



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PIONEER AGRO EXTRACTS LIMITED

CIN: LI5319PB1993PLC012975

REGISTERED OFFICE: CHOTTI NEHAR, MALAKPUR, PATHANKOT (Pb)-145024
Phone: +91-186-2345352, Fax: +91-186-2345351, E-mail: complianceofficer@pioneeragro.co.in
Website: www.pioneeragro.co.in

ATTENDANCE SLIP

I hereby record my presence at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company at Chotti Nehar, Malakpur, Pathankot-145024 at 11:30 A.M on Tuesday, the 30th September, 2014.

.....
Full Name of the Member (in Block letters) No. of shares held Signature
Folio No...../DP ID No.*.....&Client ID
No.*.....
*Applicable for members holding shares in electronic form

.....
Full name of Shareholder/Proxy
(in block letters)

NOTE : Member/Proxy wishing to attend the Meeting must bring the Admission Slip to the Meeting and hand over duly signed at the registration counter.



Form No MGT-11

PROXY FORM

CIN: LI5319PB1993PLC012975

PIONEER AGRO EXTRACTS LIMITED

Regd. Office: Chhoti Nehar, Malakpur-145025, Pathankot (Punjab)

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

Name of the Member (s):

Registered Address:

Email ID:

Folio No. / Client ID:

DP ID:

I/We, being the member(s) ofShares of the above named company, hereby appoint

1. Name:

Address:

Email ID:

Signature:....., or failing him

2. Name:

Address:

Email ID:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on the 30th Day of September 2014 at 11.30 A.M. at Chhoti Nehar, Malakpur-145025, Pathankot (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

Affix Revenue
Stamp

Signed this.....day of.....2014

Signature of Shareholder

Signature of Proxy holder(s)

Note: The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

PIONEER AGRO EXTRACTS LIMITED

CIN: L15319PB1993PLC012975

REGISTERED OFFICE: CHOTTI NEHAR, MALAKPUR, PATHANKOT (Pb.) - 145 024

Phone: +91-186-2345352, Fax: +91-186-2345351, E-mail: complianceofficer@pioneeragro.co.in

Website: www.pioneeragro.co.in

Folio No./ DP ID & Client ID :

Sl. No. :

Number of shares held :

Name & Address

Dear member,

Sub: Voting through electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members e-voting facility to cast their votes electronically in respect of the business to be transacted at the 22nd Annual General Meeting scheduled to be held on 30th September, 2014 at 11.30 a.m. The Company has engaged the services of National Securities Depository Ltd (NSDL) for providing e-voting facilities. In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-voting system.

The e-Voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The e-voting facility is available during the following voting period:

Commencement of e-voting: From 25th Sept, 2014 at 9.00 a.m.

End of e-voting: Up to 26th Sept, 2014 at 6.00 p.m.

The cut-off date (i.e. the record date) for the purpose of e-voting is 29th August, 2014

E-voting facility is available at the link – <https://www.evoting.nsdl.com>

Please refer the detail instructions printed overleaf for e-voting. This communication forms an integral part of the Notice dated 22nd August, 2014 for the 22nd Annual General Meeting (AGM) to be held on 30th September, 2014 at 11.30 a.m. Attention is invited to Note 15 on the accompanying Notice that the business of the meeting may be transacted through e-voting and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting of the Company can also be downloaded from the website of the company, www.pioneeragro.co.in

Place : Pathankot, Punjab

Date : 22nd August, 2014

Yours faithfully,
FOR PIONEER AGRO EXTRACTS LTD

(Jagat Mohan Aggarwal)
Managing Director
DIN: 00750120

E-voting instructions are as hereunder :

The procedure to login to e-Voting website is given below:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:

i) Open the attached PDF file " PIONEER e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.

ii) Launch internet browser by typing the URL <https://www.evoting.nsdl.com>

iii) Click on "Shareholder - Login".

iv) Put User ID and password as initial password noted in step (i) above and Click Login.

v) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.

vi) Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.

vii) Select "EVEN" of PIONEER AGRO EXTRACT LTD. Members can cast their vote online from 25th September, 2014 (9:00 am) till 26th September, 2014 (6:00 pm) Note: e-Voting shall not be allowed beyond said time.

viii) Now you are ready for "e-Voting" as "Cast Vote" page opens.

ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

x) Upon confirmation, the message "vote cast successfully" will be displayed.

xi) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:

(i) User ID and initial password as provided in this letter attached.

(ii) Please follow all steps from Sl. No. (ii) to (xi) above, to cast vote.

Please note that :

- The voting rights of the shareholders shall be in proportion to their share of the Paid up Equity Share Capital of the Company as on the cut-off date viz. 29th August, 2014.

- Login to 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 'Forgot Password' option available on the site to reset the same. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the Company.

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-24994600.

Mr. Baldev Singh Kashtwal, having Membership No. FCS 3616 and C.P No 3169 and partner of RSM & Co, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.pioneeragro.co.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock exchanges.