

VITESSE AGRO LIMITED

(FORMALLY KNOWN AS EQUINOX CO. LIMITED)

CIN: L01200GJ1980PLC093159

36TH ANNUAL GENERAL MEETING

ANNUAL REPORT-2015-16

BOARD OF DIRECTORS

- ❖ PIYUSHKUMAR JAYANTILAL SHAH : MANAGING DIRECTOR
(DIN: 07201030)
- ❖ SATYA NARAYAN BHALOTIA : DIRECTOR
(DIN: 00447621)
- ❖ PRERANA BHALOTIA : DIRECTOR
(DIN: 02412420)
- ❖ LALIT BHALOTIA : DIRECTOR
(DIN: 02412523)
- ❖ VAGHELA DAHYABHAI KAUSHIK : ADDITIONAL DIRECTOR
(DIN: 06878996)
- ❖ RAJESH MULANI : ADDITIONAL DIRECTOR
(DIN: 07193773)

COMPLIANCE OFFICE

- ❖ SHWETAL SURESHCHANDRA SOMANI : COMPANY SECRETARY

AUDITORS

- ❖ M/S GOPAL C. SHAH & CO. : CHARTERED ACCOUNTANTS
(FRN: 103296W)
102, Tejshri Residency,
Vijay Cross Road,
Navrangpura,
Ahmedabad - 380009

REGISTRAR & TRANSFER AGENT

- ❖ M/S SKYLINE FINANCIAL SERVICES : D-153 A, 1st Floor, Okhla Area,
PRIVATE LIMITED Phase- 1,
New Delhi - 110020
Tel.: -011- 26812682
E-mail: admin@skylinerta.com

REGISTERED OFFICE

- ❖ ADDRESS : B-1205, 12th Floor,
Titanium City Centre,
Near Sachin Tower, 100 FT Road,
Satellite, Ahmedabad-380015
Phone: +91 79 40064645

EMAIL ID AND WEBSITE

- Investors : investors@equinoxcoltd.in
- Website : www.vitesseagro.in
- Email id : equinoxcoltd@gmail.com

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that **36th Annual General Meeting** of **VITESSE AGRO LIMITED** (formerly known as Equinox Company Limited) will be held on **Friday 30th September, 2016** at 11:00 AM at the registered office of the Company situated at B-1205, 12th Floor, Titanium City Centre Building, 100 FT Road , Satellite ,Ahmadabad - 380015 transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016, and the report of board of Directors and Auditor's thereon.

2. To appoint a Director in place of Mrs. Perna Bhalotia, who retires by rotation and being eligible offers himself for re-appointment.

3. To ratify the appointment of auditors of the company and to fix their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, **M/s Gopal C. Shah & co.**, Chartered Accountants, Ahmedabad (FRN: 103296W), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Dilip Daga & Co. (FRN : 004679W)**, Chartered Accountants, Ahmadabad.

RESOLVED FURTHER THAT M/s Gopal C. Shah & co ., Chartered Accountant, Ahmadabad shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing General Meeting on such remuneration as may be fixed by the Board of Directors/Audit Committee in consultation with them."

4. TO APPOINT MR. RAJESH MULANI (DIN: 07193773) AS AN INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof, for the time being in force) , **Mr. Rajesh Mulani (Din: 07193773)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f.

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November 27th, 2015 and who holds office up to the date of this Annual General meeting), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non Executive Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to determination by retirement of directors by rotation."

5. TO APPOINT MR. KAUSHIK DAHYABHAI VAGHELA (DIN: 6878996) AS AN INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Kaushik Dahyabhai Vaghela (Din: 6878996)**, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 18th January, 2016 and who holds office up to the date of this Annual General meeting), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non Executive Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to determination by retirement of directors by rotation."

Date: 03.09.2016

Place: Ahmedabad

By Order of the Board of Directors
VITESSE AGRO LIMITED

PIYUSH JAYANTILAL SHAH
MANAGING DIRECTOR
DIN: 07201030

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Notes:

1. The relative Explanatory statement pursuant to section 102 of the Companies Act, 2013, with respect to the special business set out in item Nos. 4 and 5 above is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than Forty-Eight Hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total
3. 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.
4. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxy holders are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday 24th September, 2016 to Friday 30th September, 2016** (both days inclusive).
7. The Shareholders are requested to notify their change of address immediately to the Company. The Company will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
10. To promote green initiative, members are requested to register their e-mail addresses for sending the future communications by e-mail.
11. PROCESS FOR MEMBERS OPTING FOR E-VOTING

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- 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 23rd September, 2016 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. 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 e-voting will commence on Tuesday 27th September, 2016 at 10.00 am and will end on Thursday, 29th September, 2016 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 23rd September, 2016, 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 AGM 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 23rd September, 2016.
- vii. The Procedure and instructions for remote e-voting are as follows:
 - (i) The Shareholders should log on to the e-voting website www.evotingindia.com
 - (ii) Click on Shareholders.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.

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- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">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 Annual Report).
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio. <ul style="list-style-type: none">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).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on EVSN of the Company.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.

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- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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 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.
 - 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 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

- X. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- XI. 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.
- XII. The Company has appointed **Ms. Pooja Gwalani**, Practicing Company Secretary (Membership No. 29004 and COP No. 13876) to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility. E-voting facility will not be made available at the AGM venue.
- XIV. The Scrutinizer shall, immediately after the conclusion of voting at AGM, 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 Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who

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shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

- xv. 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 and 5 of the accompanying Notice dated 3rd September, 2016.

ITEM NOS. 4 & 5

TO APPOINT NON-EXECUTIVE DIRECTOR AS INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to the provisions of Section 149 of the Act, which came into effect from 1st April 2014, every listed public company is required to have at least one-third of the total number of directors as an Independent Directors. Further, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The matter regarding appointment of the above Directors as an Independent Directors were placed before the Nomination and Remuneration Committee and the Board, which recommended their appointment as Independent Directors, as under:-

Name of Independent Director	Tenure
Mr. Rajesh Mulani	5 years
Mr. Kaushik Dahyabhai Vaghela	5 years

The above named Directors have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

Mr. Rajesh Mulani and Mr. Kaushik Vaghela are on board since 27.11.2015 and 18.01.2015 respectively.

In the opinion of the Board, the above Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Directors as an Independent Directors is now being placed before the Members for their approval.

The terms and conditions of their respective appointments shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.