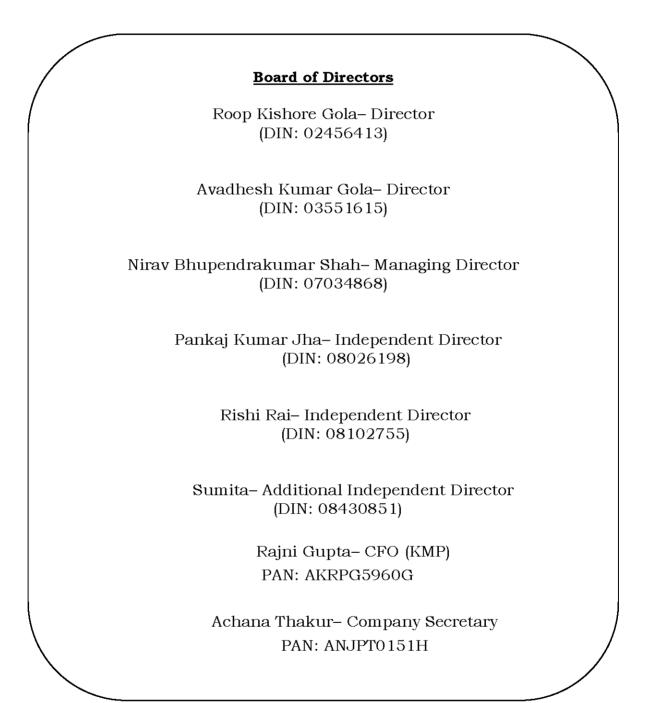
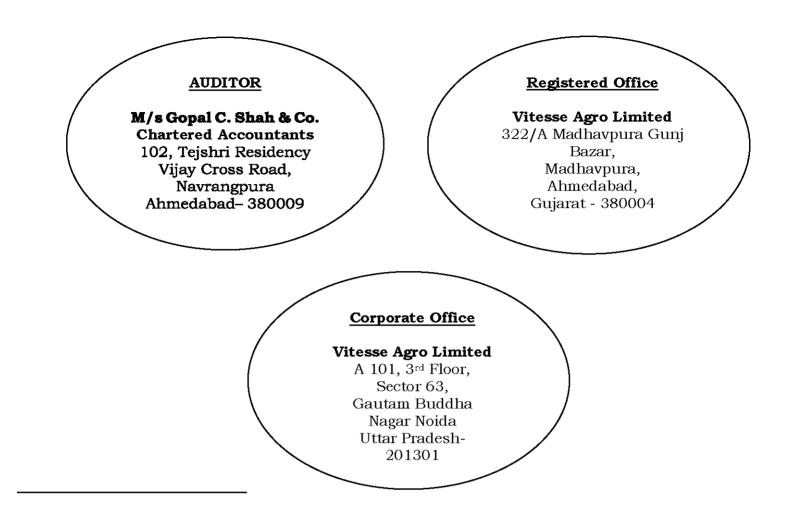
# VITESSE AGRO LIMITED (FORMERLY KNOWN AS EQUINOX CO.LTD) CIN: L01200GJ1980PLC093159

## 39<sup>TH</sup> ANNUAL GENERAL MEETING

ANNUAL REPORT 2018-2019

#### VITESSE AGRO LIMITED (FORMERLY KNOWN AS EQUINOX CO LTD)





#### **REGISTRAR & TRANSFER AGENT**

M/S SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1ST FLOOR, OKHLA AREA PHASE- 1, NEW DELHI – 110020 Tel.:-011- 26812682 E-mail: admin@skylinerta.com



# VITESSE AGRO LIMITED

#### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that **39<sup>th</sup> Annual General Meeting** of **VITESSE AGRO LIMITED** (formerly known as Equinox Company Limited) will be held on **Monday 23<sup>rd</sup> September, 2019** at 12:00 P.M. at the registered office of the Company situated at 322/A, Madhavpura Gunj Bazar, Madhavpura, Ahmedabad, Gujarat 380004 to 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 31<sup>st</sup> March, 2019, and the report of board of Directors and Auditor's thereon.

**2.** To appoint a Director in place of Mr. Roop Kishore Gola, who retires by rotation and being eligible offers himself for re - appointment.

#### SPECIAL BUSINESS:

#### 3. <u>APPOINTMENT OF STATUTORY AUDITOR</u>

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, 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 Accountants, be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for a tenure of 5 (five) years from the conclusion of this Annual General Meeting, till the conclusion of the AGM to be held in the year 2024, at such remuneration 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."

#### 4. TO RE-APPOINT MS. SUMITA AS AN INEPENDENT DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sumita (DIN 08430851) whose current term as independent director expires on 23<sup>rd</sup> September, 2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature to the office of Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any director of the company and company Secretary be and is hereby authorized, to do all such necessary acts, as may be necessary to give effect to the above resolution."

#### 5. <u>TO APPROVE POWER TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE</u> COMPANIES ACT, 2013, NOT EXCEEDING RS. 10 CRORES.

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

**"RESOLVED THAT** pursuant to Section 180(1) (c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the "Board") to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs.10 crore (Rupees Ten Crore Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. <u>WITHDRAWAL OF APPROVAL FOR CONVERSION OF EXISTING PREFERENCE SHARES INTO EQUITY SHARES IN THE</u> RATIO 4:1 (4 EQUITY SHARES FOR EVERY 1 PREFERENCE SHARES)

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

**"RESOLVED THAT** as per the observation of BSE Ltd, citing the Company's letter dated 18th Aug, 2017, given at the time of Direct Listing at BSE that the Preference Shares will be redeemed, the consent of members be and is hereby accorded for withdrawal of conversion of 2,60,000 Preference shares of Rs. 10/- each into 10,40,000 equity shares of Rs.10/- each (in the ratio 4:1) ranking pari passu with the existing equity shares of the Company as approved in the EGM dated 1st April, 2019.

**RESOLVED FURTHER THAT** consequent upon the withdrawal of conversion into Equity shares, the Preference shareholders will hold the Existing Preference Shares as before as per details below.

Dixit Nareshbhai Borisa will hold 40000 shares; Akshay J. Bhrambhatt will hold 40000 shares; Pooja Gohil will hold 50000 shares; Dinesh Bhai Kanji Bhai Thakkar will hold 40000 shares; Kirtan Bhadurbhai Patel will hold 50000 shares; Nitesh Pavskar will hold 40000 shares.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to append digital signature to the forms which are to be filed in this regard with Registrar of Companies."

#### 7. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT in continuation of the Resolution passed in the EGM (Extra Ordinary General Meeting) dated 1st Apr, 2019 for ensuring proper disclosures as per Exchange(BSE Ltd) observations and for ensuring compliance requirements, pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis to Mr. Roop Kishore Gola (PAN: AGGPG7401F) having Residential Address at Ramzanpur, Budaun, Uttar Pradesh - 243601 and Mr. Avadhesh Kumar Gola (PAN: ANSPG7552Q) having Residential Address at 10, Opp. North City Extention Jamuna Vihar, Bareilly - 243122 Uttar Pradesh ("Proposed Allottees"), to create, offer and allot on preferential basis not more than 20,23,456 (Twenty Lakhs Twenty Three Thousand

Four Hundred Fifty Six only) equity shares of face value of Rs.10/- each (Rupees Ten Only) fully paid-up for consideration other than cash at an issue price of Rs. 12/- (Rupees Twelve Only) (including premium of Rs.2/- (Rupees Two Only) per share aggregating to Rs.2,42,81,472 (Rupees Two Crores Forty-Two Lakhs Eighty-One Thousand Four Hundred Seventy-Two Only) determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such other terms and conditions as may be approved by the Board:

**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is 23rd August, 2019 i.e. 30 days prior to the date of Annual General Meeting (AGM).

**RESOLVED FURTHER THAT** the aforesaid issue of equity shares shall be subject to the following terms and conditions:

a) The proposed Allottees shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed Allottees, on or before the date of allotment thereof;

b) The consideration for allotment of equity shares shall be paid to the Company by way of consideration other than cash by the respective proposed Allottees i. e transfers of assets as per the valuation report

c) The equity shares to be allotted to the proposed Allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;

d) The equity shares so allotted to the proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder

e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission and

f) Allotment shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e. BSE Limited as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

**RESOLVED FURTHER THAT** the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions."

### 8. UNSECURED LOAN AGAINST ASSETS BROUGHT-IN BY THE PROMOTERS AND DIRECTORS: MR. AVADHESH KUMAR GOLA & MR. ROOP KISHORE GOLA

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

"**RESOLVED THAT** Unsecured loan be shown in the name of Mr. Avadhesh Kumar Gola and Mr. Roop Kishore Gola against Assets brought-in by them in excess of the shares allotted in Preferential Issue as per Point 7 above pursuant to the Provisions of Sec 180(1)(c) and other applicable provisions (if any) of the Companies Act 2013. The Details of Assets and the amount of Unsecured Loan is given Below:

PARTICULARS	DESCRIPTION					
	Roop Kishore Gola		Avadhesh Kumar Gola		Total	
	Quantity	Amount	Quantity	Amount	Quantity	Amount
Cattle (Supporting documents is attached as per annexure 1 – Report given by Dr. Ajay Kumar)	246	2,75,52,000	129	1,44,48,000	375	4,20,00,000
Plant & Machinery (Supporting documents is attached as per annexure 4 – M/s. A Khanna & Associates)	13 Note(#1)	54,42,366	11 (Note #2)	3275745	24	8718111
TOTAL	3,29,94,366		1,77,23,745		5,07,18,111	

#### Note (#1): Plant & Machinery:

	Mr. Roop Kishore Gola				
Sr					
no	Name of the Machine	Quantity	Amount		
1	Pedo Meter	246	1678950.00		
2	Submersible	1	53333.60		
3	RO Plant	1	580000.00		
4	Water Tank 5000 Lt Capacity	2	56000.00		
5	Water Tank 500 Lt Capacity	3	9450.00		
6	Pumping Set	2	56000.00		
7	Inverter 1 KVA	1	28000.00		
8	Milking Cane 20 Lt Capacity Each	10	25200.00		
9	Milking Cane 40 Lt Capacity Each	10	49600.00		
10	Tractor	1	560000.00		
11	Milk Van	3	1530000.00		
12	Motor Roatted Fan For Straw	1	50000.00		
13	Misc Items Tools/Fittings		765832.40		
			5442366.00		

#### (Note #2)

#### Mr. Avadhesh Kumar Gola

Sr no	Name of the Machine	Quantity	Amount	
1	Diesel Generator Set	1	187500.00	
2	Bio Gas Plant	1	1980000.00	
3	Fodder Chopper (Green Feed Chopper)	1	76500.00	
4	Milking Machine Manual	1	175000.00	
5	Chakki	1	6400.00	
6	Submersible	1	53333.60	
7	Chara Cutting Machine	1	30000.00	
8	Water Tank 5000 Lt Capacity	2	56000.00	
9	Pumping Set	2	56000.00	
10	Weighing Scale	1	2100.00	
11	Misc Items Tools/Fittings		652911.40	
			3275745.00	

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to append digital signature to the forms which are to be filed in this regard with Registrar of Companies."

Date: 28.08.2019 Place: Uttar Pradesh By Order of the Board of Directors VITESSE AGRO LIMITED

Sd/-

ROOP KISHORE GOLA DIRECTOR DIN: 02456413 RAJNI GUPTA CFO PAN: AKRPG5960G

#### 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. 3,4,5,6,7, and 8 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, is 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 Monday 16<sup>th</sup> September, 2019 to Monday 23<sup>rd</sup> September, 2019 (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 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
- 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. Tuesday 17<sup>th</sup> September, 2019 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 evoting will commence on Thursday 19<sup>th</sup> September, 2019 at 09:00 A.M. and will ends on Sunday, 22<sup>nd</sup> September, 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 Tuesday 17<sup>th</sup> September 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 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. Tuesday 17<sup>th</sup> September, 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
- 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 <u>www.evotingindia.com</u> 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:

		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)
		• 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 details	Bank	• Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.
		• 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).

- 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 the resolution.
- I. 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 <u>www.evotingindia.com</u> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- 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

- 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, under help section or write an email to 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