

F. NSE/QPA/0071
25th April, 2022

Listing Department
National Stock Exchange of India Ltd.
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051.

Ref: **Scrip Code ARIES**

Sub: **Minutes of the resolutions passed by way of Postal Ballot through remote e-Voting process**

Dear Sir,

We herewith furnish the Minutes of the resolutions passed by way of Postal Ballot through remote e-Voting process on 19.04.2022. The results of the Postal Ballot was announced vide our letter dated 20.04.2022

Kindly take the same on your records.

Thanking you,

Yours faithfully
For **Aries Agro Limited**

Qaiser P. Ansari
Company Secretary & Compliance Officer

Encls: a/a



MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY THE MEMBERS OF ARIES AGRO LIMITED ON TUESDAY, 19TH APRIL, 2022, THE RESULTS OF WHICH WERE DECLARED ON WEDNESDAY, 20TH APRIL, 2022

1. Dr. Rahul Mirchandani, Chairman and Managing Director of the Company, duly authorized by the Board for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated 15th March, 2022 to the Members, seeking their consent for the following resolutions:

ORDINARY RESOLUTION

1. To appoint Mr. Nrupang Bhumitra Dholakia (DIN: 06522711) as a Director of the Company

SPECIAL RESOLUTION

2. To appoint Mr. Nrupang Bhumitra Dholakia (DIN: 06522711), as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from 15th March, 2022 up to 14th March, 2027.

2. Dr. Rahul Mirchandani placed on record the following actions of the Board:

- a) that the Board appointed Ms. Shailashri Bhaskar, Practicing Company Secretary (Membership No. FCS-5778 and CP No. 5092) or in her absence Mr. A. Sekar, Practicing Company Secretary (Membership No. ACS-8649 and CP No. 2450) as the Scrutinizer for conducting the Postal Ballot only through e-Voting Process in a fair and transparent manner.
- b) that on 19th March, 2022, the Company had sent an e-mail through Aarthi Consultants Private Limited, the Registrar and Share Transfer Agent of the Company, along with the Login ID and Password to the Members for e-Voting who have registered their e-mail ID's with Depository Participant(s) or with the Company/RTA.
- c) That in compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-Voting facility to all the Members of the Company.
- d) The voting period commenced on Monday, 21st March, 2022 at 9:00 a.m. (IST) and ended on Tuesday, 19th April, 2022 at 5:00 p.m. (IST).
- e) The Cut-Off date, for the purpose of determining the number of Members was Friday, 11th March, 2022.

3. Ms. Shailashri Bhaskar had carried out scrutiny of all the e-votes received upto the close of working hours on Tuesday, 19th April, 2022 at 5:00 p.m. (IST) being the last day of e-voting module for Postal Ballot voting and prepared a Scrutinizer's Report on the basis of data/reports received by her.
4. The Scrutinizer had submitted her Report on Wednesday, 20th April, 2022. The details of voting of the Ordinary and Special Resolution as set out in the Notice dated 15th March, 2022 is as under:-

Resolution No. 1

ORDINARY RESOLUTION

To appoint Mr. Nrupang Bhumitra Dholakia (DIN: 06522711) as a Director of the Company.

TOTAL PAID UP SHARES	1,30,04,339	
	No. of Votes	%tages on Votes cast/poll
Total Votes Polled(eVoting and Poll)	68,89,499	100%
No. of Votes polled in Favour and %age thereof	68,88,825	99.99%
No. of Votes polled Against and %age thereof	674	0.01%
No. of Invalid Votes	0	

Resolution No. 2

SPECIAL RESOLUTION

To appoint Mr. Nrupang Bhumitra Dholakia (DIN: 06522711), as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from 15th March, 2022 up to 14th March, 2027.

TOTAL PAID UP SHARES	1,30,04,339	
	No. of Votes	%tages on Votes cast/poll

Total Votes Polled(eVoting and Poll)	68,89,499	100%
No. of Votes polled in Favour and %age thereof	68,88,750	99.99%
No. of Votes polled Against and %age thereof	749	0.01%
No. of Invalid Votes	0	

5. Thereafter Dr. Rahul Mirchandani proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.
6. Thereafter, Dr. Rahul Mirchandani announced that the following Ordinary and Special Resolution as set out in Postal Ballot Notice dated 15th March, 2022 were duly approved by the Members on 19th April, 2022 with an overwhelming majority of more than 99.99%, respectively.

Resolution No. 1-Ordinary Resolution

“**RESOLVED THAT** Mr. Nrupang Bhumitra Dholakia (DIN: 06522711), who was appointed by the Board of Directors as an Additional Director with effect from 15th March, 2022 and who holds Office up to the date of ensuing Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company.”

Resolution No. 2-Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013(“**Act**”) the Companies(Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015(“**Listing Regulations**”) as amended from time to time, Mr. Nrupang Bhumitra Dholakia (DIN 06522711), who was appointed as an Independent Director of the Company by the Board at their Meeting held on 15th March, 2022 and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, based on the recommendation of the Nomination and

Remuneration Committee, to hold office for a term of five years commencing from 15th March, 2022 up to 14th March, 2027, and not liable to retire by rotation.”

7. Dr. Rahul Mirchandani, also stated that the following actions shall be completed within the prescribed time limits:-
 - a. Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
 - b. Uploading the results of Postal Ballot on the website of the Company.

Entered in the Minutes Book on 25th April, 2022 in Mumbai.

CHAIRMAN