

# piccadily

CIN NO:L01115HR1994PLC032244

No. PAIL/2015/

March 25, 2015

BSE Limited  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai 400 001

Sub: Resolutions Passed by Shareholders through Postal Ballot on 25/3/2015  
Regd: Company No 530305

Dear Sir,

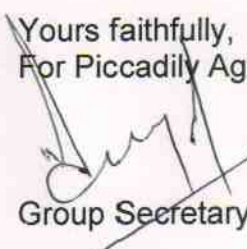
Enclosed please find the resolutions passed by the shareholders on March 25, 2015 through postal ballot notice dated February 14, 2015 circulated to the shareholders pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for

- 1) Issuance of Bonus shares
- 2) Alteration in Memorandum of Association
- 3) Alteration in Articles of Association

The above resolutions have been duly approved with requisite majority by the members of the Company.

Thanking you,

Yours faithfully,  
For Piccadily Agro Industries Limited,

  
Group Secretary.



Encl: a/a

**Piccadily Agro Industries Ltd.**

**Regd. Office :** Village Bhadson, Umri Indri Road, Teh. Indri, Distt. Karnal, Haryana (India).  
Phone : 91-1744-271859, 271653

**Corp. Office :** Chandigarh Technology Park, DLF Building, Plot No. 2,  
Tower - D, Third Floor, Chandigarh, U.T. 160101  
Phone : 172-4660994, 4660995, Fax : 0172-4660995

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Certified true copy of the Special resolution passed by the shareholders of the company through postal Ballot on 25<sup>th</sup> March 2015 in pursuance of the notice dated 14<sup>th</sup> February 2015

"RESOLVED that pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, the consent of the members of the company be and is hereby granted for increase in the Authorized Share Capital of the Company from Rs. 27,00,00,000/- (Rupees twenty seven crores only) divided into 2,70,00,000 (two crores and seventy lacs) equity shares of Rs. 10 (Rupees ten only) each to Rs. 50,00,00,000/- (Rupees fifty crores only) divided into 5,00,00,000 (Five crores) equity shares of Rs. 10 (Rupees ten only) each and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

- V The Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees fifty crores only) divided into 5,00,00,000 (five crores ) equity shares of Rs. 10 (Rupees ten only) each.

"RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Board of Directors of the Company (herein referred to as "the Board" which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

For Piccadily Agro Industries Limited

  
Harvinder Chopra

Managing Director

Din No.:00129891

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**“RESOLVED THAT,** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby altered in the following manner:-

- (i) The article 5 shall be substituted by the following.  
*The authorized share capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.*
- (ii) In the article 194(1) in line No. 1, the word “ *or through Postal Ballot or any other manner pursuant to Section 110 of the Companies Act, 2013, read with the companies (Management and Administration Rule, 2014)* “ be added after the word *the Company in General Meeting.*
- (iii) In the article 194(1) before line No. 3, the “*word Profit and Loss Account/Surplus standing under the head “Reserves and Surplus” be added.*
- (iv) **RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

For Piccadily Agro Industries Limited

  
Harvinder Chopra  
Managing Director  
Din no :00129891



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\*RESOLVED that pursuant to Article 194 of the Articles of Association of the Company and Section 63 and all other applicable provisions if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures), Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, other applicable statutes, the Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions, and/or sanctions as may be required from the appropriate authorities, institutions or bodies ( hereinafter collectively referred to as the "Concerned Authorities") and subject to the fulfillment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting, any such approvals, consents, permissions or sanctions, the consent of the members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of Securities Premium Account of the Company or Profit and Loss Account / Surplus of the Company under the head "Reserves and Surplus" as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard, for the purpose of issue of fully paid up bonus shares of Rs. 10/- (Rupees Ten only) each in the proportion of one equity share for every one equity share held by the members of the Company whose names appear in the Register of Members maintained by the Company/List of beneficial Owners of the Depository as on the record date to be fixed by the Board in this regard".

\*RESOLVED FURTHER that all such new shares as and when issued shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects."

\*RESOLVED FURTHER that no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of the bonus shares shall be issued and thereafter dispatched to the allottees thereof within the period prescribed or that may be prescribed in this regard, from time to time, except in respect of those allottees holding shares in D-materialized form whose shares shall be credited to their respective D-mat accounts".

*[Handwritten signature]*

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“RESOLVED FURTHER that the issue and allotment of the said bonus shares to the extent that relate to Non-Resident Indians, Foreign Nationals, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India or any other regulatory authority, as may be required”.

“RESOLVED FURTHER that for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such act, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, including filling of any documents with the Securities and Exchange Board of India. Stock Exchange where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

For Piccadily Agro Industries Limited

*Hauwale*  
Managing Director



Din No:00129891