

EQUINOX CO LIMITED
(CIN: U27109WB1980PLC032827)
REGISTERED OFFICE: 3 CLIVE ROW, KOLKATA, WEST BENGAL- 700001
Email id: equinoxcoltd@gmail.com , Tel No.-033 22300941

POSTAL BALLOT NOTICE

Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as special resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors, at its meeting held on Thursday, 3rd September, 2015 has appointed Mr. Jatin Kapadia, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 PM on Wednesday, 14th October, 2015. In compliance with the Clause 35B of the Listing Agreement executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director. The result of the voting conducted through postal ballot would be announced by a Director of the Company on Friday, 16th October, 2015 at 5.00 p.m. at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the CSE Limited, where the Company's shares are listed, published in the newspapers and displayed on the Company's website viz. www.equinoxcoltd.in and the website of Central Depository Services Limited viz. <https://www.evoting.cdsl.com>, along with the Scrutinizer's report.

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association:

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

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter

referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and replaced to read as under:

"To undertake commercial agriculture activities including raising of crops and to produce, manufacture and process all types of the agro based products and to acquire lands for the purpose of carrying on agricultural and related farming activities only and to deal in trading, export, import such agricultural products including food grains, cereals, seeds, plants, flowers, vegetables, fruits, vegetable and edible oils, nuts, spices, spice oils, extracts, essential oils, oleo-resins, timber, scents, aromatics, fragrances, grass, seaweeds leaves or to deal in any kinds of crops, plants seed, fruits, vegetables, timber, grass, leaves, and any other foods, arid food related items or any other produce and by products and to carry on the business as producers, processors, importers, exporters or in collaboration with others the business of horticulture, poultry and dairy farming and deal in all kind of poultry, dairy milk products, aquaculture, green house, meat, fish, eggs and any other farm products."

FURTHER RESOLVED THAT any of the Directors be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No. 2: Change In Name Of The Company

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

RESOLVED THAT pursuant to Section 13 and 4 read with (Incorporation) Rules, 2014 (the "Rules") and other applicable provisions, if any, of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the name of the company be and is hereby changed from "Equinox Co Ltd " to Arna Agrotech Limited or any other name as approved by Registrar of Companies and that Name Clause I of the Memorandum of Association and Articles of Association be amended accordingly;

RESOLVED FURTHER THAT any of the Director of the company, be and are hereby severally authorized to make necessary change in the name of the company in the Memorandum and articles of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

ITEM NO. 3. Adoption of New Articles of Association of the Company:

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4 Shifting of registered office from the state of West Bengal to the state of Gujarat and Alteration of Memorandum of Association:

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

“RESOLVED THAT pursuant to the provisions of section 13(4) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director/Central Government the consent of the members of the Company be and are hereby accorded to shift the registered office of the Company from the state of West Bengal to the State of Gujarat.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

“The Registered Office of the Company shall be situated in the State of Gujarat.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

Date: - 11.09.2015
Place: - KOLKATA

BY THE ORDER OF BOARD OF DIRECTORS
FOR, EQUINOX CO LTD

PIYUSHKUMAR JAYANTILAL SHAH
DIRECTOR
DIN- 07201030

Notes:

1. The Explanatory statement setting out material facts and reasons for the proposed special resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all the shareholders, whose name appear on the Register of Members/List of the Company as on Friday, 11th September, 2015 (Cut off date)
3. The Board of Directors of the Company has appointed Mr. Jatin Kapadia, Practicing Company Secretary, Kolkata (ACS NO 26725, CP 12043) to act as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
4. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during the office hours on all working days from the date of dispatch of the Notice till Wednesday, 14th October, 2015 till 5.00 pm.
5. In Compliance with clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that e-voting is optional. In case Members has voted through e-voting as well as through postal ballot, the voting through e-voting shall be considered and voting through postal ballot shall be ignored. CDSL will b e facilitating e-voting to enable the members to cast their votes electronically.
6. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email Id's are registered with the Company. For members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through permitted mode.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send e-mail to equinoxcoltd@gmail.com or download the same from our website www.equinoxcoltd.in. The company shall forward the same along with self addressed Business Reply Envelope to the Member.
8. The dispatch of Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in at least 1 (one) English Newspaper and at least 1 (one) Bengali Newspaper, each with wide circulation in West Bengal, where the registered office of the Company is situated. Newspaper, each with wide circulation in West Bengal, where the registered office of the Company is situated.

9. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, 11th September, 2015.
10. Voting rights in the Postal Ballot cannot be exercised by proxy.
11. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/attested by Authorized Signatory (ies).
12. The voting through postal ballot/e-voting will start on Monday, 14th September, 2015 at 10.00 am and will close on Wednesday 14th October, 2015 at 5.00 pm.
13. Resolutions passed by the members through postal ballot/e-voting are deemed to have been passed effectively at the general meeting of the members.

1. 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 Depositories as on the cut –off date i.e 11th September, 2015 shall be entitled to avail the facility of e-voting as well as postal ballot
- iii. The remote e- voting will commence on Monday 14th September, 2014 at 10.00 am and will ends on Wednesday, 14th October, 2015 till 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 11th September, 2015, 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 11th September, 2015.

vii. The Company has appointed Mr. Jatin Kapadia, Practicing Company Secretary, Kolkata (ACS NO 26725, CP 12043) to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

viii. 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.
- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.
- (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 Corporates.
 - 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.
- xi. 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.
- X. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item No. 1: Amendment to Main Object Clause of the Memorandum of Association:

The Board of Directors in its meeting held on Tuesday 3rd September, 2015 discussed the need of changing the main object of the Company as the company wants to diversify in the field of commercial agriculture activities including raising of crops and to produce, manufacture and process all types of the agro based products and to acquire lands for the purpose of carrying on agricultural and related farming activities only and to deal in trading, export, import such agricultural products including food grains, cereals, seeds, plants, flowers, vegetables, fruits, vegetable and edible oils, nuts, spices, spice oils, extracts, essential oils, oleo-resins, timber, scents, aromatics, fragrances, grass, seaweeds leaves or to deal in any kinds of crops, plants seed, fruits, vegetables, timber, grass, leaves, and any other foods, arid food related items or any other produce and by products and to carry on the business as producers, processors, importers, exporters or in collaboration with others the business of horticulture, poultry and dairy farming and deal in all kind of poultry, dairy milk products, aquaculture, green house, meat, fish, eggs and any other farm products

The proposed business activities can be conveniently and advantageously combined with the existing business of the Company, upon its undertaking.

In order to enable the company to do so, it is required to alter the Object clause of the Memorandum of Association of the Company so as to include the said business.

In terms of Section 110 of the companies Act, 2013 and Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, approval of members by way of special Resolution is sought through postal ballot for alteration of Object Clause of Memorandum of Association of the Company.

A copy of the existing Memorandum of Association and Article of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days except Saturdays (between 11:00 A.M. and 1:00 P.M.) upto the last date for receiving the postal ballot forms.

The resolution of the Notice is recommended for your approval through Postal Ballot.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company.

Item No. 2: Change In Name Of The Company

The Company plan to diversify its existing business to in agriculture field. As the Main Object of the Company is going to change its required to change the name of company. Hence it is decided to change the name from “**Equinox Co ltd**” to “**Arna Agrotech Limited**” or any other name approved by the Registrar of Companies.

After giving effect to resolution as proposed in Item No. 1 of notice it would be necessary to change the clause I of Memorandum of Association of the company. In any other

documents wherever appear the old name be substituted by the new name “**Arna Agrotech Limited**” or any other name as approved by Registrar of Companies.

The Resolution as proposed is recommended for approval. None of the directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the company.

ITEM NO. 3: Adoption of New Articles of Association of the Company:

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specified sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the New Act. With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4: Shifting of registered office from the state of West Bengal to the state of Gujarat and Alteration of Memorandum of Association:

Presently the Company's Registered Office is situated in the state of West Bengal. Further, the Company is planning to diversify its present business activities in Gujarat as it has more potential. Moreover majority of the directors and members of the Company are also based at Gujarat. Therefore, it is very difficult to co-ordinate the matters from Kolkata to discharge the statutory obligations related to the registered office.

And since the state of Gujarat is a very advance state and has a potential market , therefore if the registered office of the Company is shifted to Gujarat, it shall help to carry on the business activities more economically and efficiently and also help to enlarge the area of its business operations.

The Board considered that in terms of the provisions of section 13(4) of the Companies Act, 2013, the registered office of the Company may be shifted from one state to another by way of approval of the members with special resolution and confirmation of the Company Law Board/Central Government.

None of Director and KMPL is interested in above resolution.

Date: - 11.09.2015
Place: - KOLKATA

BY THE ORDER OF BOARD OF DIRECTORS
FOR, EQUINOX CO LTD

PIYUSHKUMAR JAYANTILAL SHAH
DIRECTOR
DIN- 07201030

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No. :

1. Name and registered address of the Sole/ First :
named shareholder

2. Name(s) of Joint shareholder(s) :

3. Registered Folio No. / DP Id No. /Client Id No.* :
(*applicable to investors holding
Shares in dematerialized/physical form)

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice dated 11th September, 2015 of the Company by sending my/our consent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Sl.No	Brief particulars of the item	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Special Resolution for amendment to Main Object Clause of the Memorandum of Association		
2	Special Resolution for change in name of the company		
3	Special Resolution for adoption of new article of Association of the company		
4	Special Resolution for Shifting of registered office from the state of West Bengal to the state of Gujarat and Alteration of Memorandum of Association		

Place:

Date:

Signature of the Equity Shareholder
(must be as per specimen signature registered with the Company)

Electronic Voting Particulars		
EVEN (E Voting Event Number)	User ID	Password