

AARON Industries Limited

(CIN-L31908GJ2013PLC077306)

REGD.OFFICE: B-65 & 66, Jawahar Road No. 4, Udhyog Nagar, Udhana, Surat -394210, Gujarat

Tel:- 0261-2278410, E-Mail:- info1@aaronindustries.net, Website:- www.aaronindustries.net

25th March, 2019

To,
The Manager - Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding Extra Ordinary General Meeting

Dear Sir/Madam,

This is to inform you that Extra Ordinary General Meeting "EGM" of the Members of the Company is scheduled on Thursday, 18th April, 2019 at 11.00 a.m. at the Registered Office of the Company at B-65 & 66, Jawahar Road No. 4, Udhyog Nagar, Udhana, Surat – 394210, Gujarat.

The notice of the said Extra Ordinary General Meeting containing the business to be transacted at the meeting is enclosed herewith.

This is for your information and record.

Thanking you.

Yours faithfully,

For Aaron Industries Limited



Ankitkumar Tank

Company Secretary & Compliance Officer

ACS: 46542

Encl: As above

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of **AARON INDUSTRIES LIMITED** will be held at B-65 & 66, Jawahar Road No. 4, Udhyog Nagar, Udhana, Surat – 394210, Gujarat on Thursday, the 18th Day of April, 2019 at 11:00 A.M. to transact the following businesses:

SPECIAL BUSINESS:

1. INCREASE IN THE BORROWING POWERS OF THE COMPANY:

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

“RESOLVED THAT in supersession of the special resolution passed by the members in this regard and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the ‘Board’) to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds or other debt instruments, with or without security, whether in India or abroad and through acceptance of fixed deposits and inter corporate deposits, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be borrowed by the Board shall not exceed the sum of Rs. 20.00 Crore (Rupees Twenty Crore only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2. CREATION OF CHARGE/SECURITY ON THE COMPANY’S ASSETS:

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

“RESOLVED THAT in supersession of the special resolution passed by the members in this regard and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to creation by the Board of Directors of the Company (the ‘Board’) from time to time, of such mortgages, charges, liens, hypothecation and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may

deem fit, of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the bank(s), financial institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board for the purpose of securing repayment of any loans/financial assistance (whether in Rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner, subject to a maximum amount of Rs. 20.00 Crore (Rupees Twenty Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents for creating the said mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution.”

Registered Office:

B-65 & 66, Jawahar Road No. 4,
Udhyog Nagar, Udhana,
Surat – 394210, Gujarat

Place: Surat
Date: 18/03/2019

By order of the Board Directors

Aaron Industries Limited

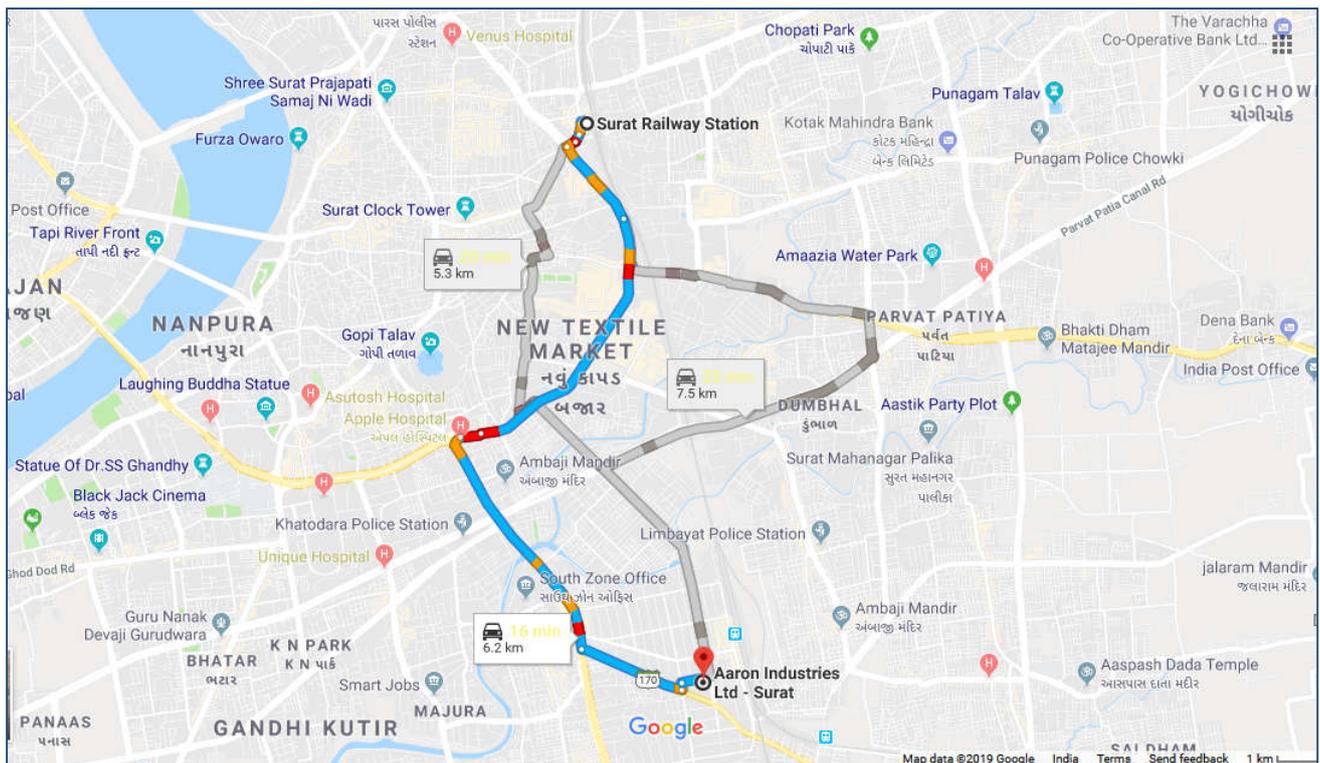
Ankitkumar Tank

Company Secretary & Compliance Officer
ACS No.: 46542

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
- Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- Members are requested to bring their copy of notice of the E.G.M. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
- Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
- The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s. Bigshare Services Pvt. Ltd, Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

8. The Notice of Extra Ordinary General Meeting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
9. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Extra Ordinary General Meeting of the Company.
10. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
11. The Notice of the Extra Ordinary General Meeting is uploaded on the Company's website www.aaronindustries.net which may be accessed by the members.
12. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents (M/s. Bigshare Services Pvt. Ltd.), immediately of :
 - a. Change in their Residential status on return to India for permanent settlement.
 - b. Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
13. The route map showing directions to reach the venue of the meeting is as follows:



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

Vide special resolutions dated 2nd February, 2018 passed in Extra Ordinary General Meeting, the members of the Company had accorded their consent to the Board of Directors to borrow moneys for the purpose of business of the Company not exceeding Rs. 10 Crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act') and creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of Rs. 10 Crore in terms of Section 180(1)(a) of the Act.

Considering the future business plans of the Company and to meet the funding requirements for the business of the Company, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of loan / financial assistance from various bank(s)/financial institution(s) and other lender(s), issue of debentures / bonds or other debt instruments and through acceptance of fixed deposits, inter corporate deposits. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of bank(s)/ financial institution(s)/ other lender(s)/ debenture trustee/ security trustee/ fixed deposits trustee.

Accordingly, it is proposed to seek approval of the members of the Company for revising the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing from the existing Rs. 10 Crore to Rs. 20 Crore. The Board of Directors recommends passing of the special resolutions as set out in item nos. 1 and 2 of this Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company.

Registered Office:

B-65 & 66, Jawahar Road No. 4,
Udhyog Nagar, Udhana,
Surat – 394210, Gujarat

Place: Surat

Date: 18/03/2019

By order of the Board Directors

Aaron Industries Limited

Ankitkumar Tank

Company Secretary & Compliance Officer

ACS No.: 46542

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ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING – 18/04/2019

Please fill attendance slip and hand it over at the entrance of the meeting hall
(Joint shareholders may obtain additional slip at the venue of the meeting)

Folio No.	
DP ID	
Client ID	
No. of Shares	

I/We hereby record my presence at the Extra Ordinary General Meeting of the Company at B-65 & 66, Jawahar Road No. 4, Udhog Nagar, Udhana, Surat – 394210, Gujarat on Thursday, 18th April, 2019 at 11:00 A.M.

Name of the Shareholder/ Proxy		Signature of the Shareholder/ Proxy	
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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

EXTRA ORDINARY GENERAL MEETING – 18/04/2019

Name of Member(s): Registered Address:
E-Mail Id: Folio No/ Client Id: DP ID: No. of Shares:

I/We, being the member(s) of _____ shares of Aaron Industries Limited, hereby appoint.

1. Name			
Address			
E-mail Id	Signature		
or failing him/her			
2. Name			
Address			
E-mail Id	Signature		
or failing him/her			
3. Name			
Address			
E-mail Id	Signature		

as my/our proxy to attend and vote for me/us at the Extra Ordinary General Meeting of the Company at B-65 & 66, Jawahar Road No. 4, Udhog Nagar, Udhana, Surat – 394210, Gujarat on Thursday, 18th April, 2019 at 11:00 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
Special Business:		
1. Increase in the borrowing powers of the Company		
2. Creation of charge/security on the Company's assets		

Signed this _____ day of _____ 2019.

Signature of the Shareholder _____

Signature of Proxy Holder(s) _____

Affix Rs.1
Revenue
Stamp

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

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BALLOT FORM

EXTRA ORDINARY GENERAL MEETING – 18/04/2019

Name	
Address	
Folio No.	
Client Id	
DP Id	
No. of Shares	

I/ We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Extra Ordinary General Meeting of the Company, held on Thursday, the 18th April, 2019 at B-65 & 66, Jawahar Road No. 4, Udhyog Nagar, Udhana, Surat – 394210, Gujarat in respect of businesses as stated in the Notice dated 18th March, 2019 by conveying my/our assent/dissent to the said resolutions(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Description of Resolutions	Type of Resolution (Ordinary /Special)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	Special Business			
1	Increase in the borrowing powers of the Company	Special		
2	Creation of charge/security on the Company's assets	Special		

Place:

Date:

Signature of the Member/ Beneficial Owner

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