

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of **BELL AGRO MACHINA LTD** will be held on **Wednesday, 11th September, 2013 at 3.30 p.m** at its Registered Office of the Company, situated at Jodalli Village, Kalghatagi, Dharwad - 580 114, Karnataka to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2013 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2013 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. S G Bellad - Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) To consider and if though fit to pass the following Resolution with or without modification if any, as a Ordinary Resolution:

“RESOLVED THAT Pursuant to provisions of Section 260 and all other applicable provisions of the Companies Act, 1956 (including all such statutory modifications and amendments made thereof) Mr. Ashvin Thumar, who was appointed as an Additional Director be and is hereby appointed as a Director of the Company and in respect of whom notice under section 257 of the Companies Act, 1956 have been received from a Director eligible to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

- 4) To consider and if though fit to pass the following Resolution with or without modification if any, as a Ordinary Resolution:

“RESOLVED THAT Pursuant to provisions of Section 260 and all other applicable provisions of the Companies Act, 1956 (including all such statutory modifications and amendments made thereof) Mr. Saurabh Rathod, who was appointed as an Additional Director be and is hereby appointed as a Director of the Company and in respect of whom notice under section 257 of the Companies Act, 1956 have been received from a Director eligible to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

- 5) “To consider and if thought fit, to pass with or without modification, the following resolution as ordinary Resolution”;

Appointment of M/s. Gupta Saharia & Co., Chartered Accountants as Statutory Auditor:

“RESOLVED THAT pursuant to provision of Section 224 and other applicable provisions, if any, of the Companies Act, 1956 and further subject to such approval as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of M/s. Gupta Saharia & Co, Chartered Accountants, as Statutory Auditor of the Company, to fill the casual vacancy arising on account of the resignation received from the existing Auditor M/s H. N. Adinavar & Co., Chartered accountants, until the conclusion of the next Annual General Meeting of the Company on such remuneration as maybe fixed in this behalf by the Board of Directors of the Company in consultation with the Auditor and Audit Committee thereof.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESS

Item No. 3

Mr. Ashvin Thumar, was appointed as an Additional Director. Pursuant to provisions of Section 260 of the Companies Act, 1956 a Director appointed holds the office only up to the date of the annual general meeting.

A Company has received a notice in writing from the member of the Company in terms of section 257 of the Companies Act, 1956 proposing the candidature of Mr. Ashvin Thumar to act as a Director.”

The Board recommends his appointment as a Director. None of the Directors of the Company except Mr. Ashvin Thumar, is interested or concerned in passing of this resolution.

Item No. 4

Mr. Saurabh Rathod, was appointed as an Additional Director. Pursuant to provisions of Section 260 of the Companies Act, 1956 a Director appointed holds office only up to the date up to the date of the annual general meeting.

A Company has received a notice in writing from the member of the Company in terms of section 257 of the Companies Act, 1956 proposing the candidature of Mr. Saurabh Rathod to act as a Director.”

The Board recommends his appointment as a Director. None of the Directors of the Company except Mr. Saurabh Rathod, is interested or concerned in passing of this resolution.

Item No. 5

M/s H .N. Adinavar & Co., Chartered Accountants were appointed as an Auditor of the Company at the last Annual General Meeting held on 29th September, 2012 to hold the office till the conclusion of the forthcoming Annual General Meeting. The Company has received a letter stating their resignation as Auditor of the Company, therefore creating casual vacancy in the office of the Auditor.

In terms of Proviso of Section 224 (6) (A) of the Companies Act, 1956 the casual vacancy caused by the resignation of Auditors, shall only filled by the company in general Meeting. Therefore ordinary resolution to be passed to appoint M/S Gupta Saharia & Co, Chartered Accountants, as Statutory Auditor of the Company, to fill the casual vacancy caused by the aforesaid resignation and to hold the office till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company in constitution with the Audit Committee thereof.

A certificate has been received from M/S Gupta Saharia & Co, Chartered Accountants, to effect that they are qualified for appointment as Auditors of the Company and the proposed appointment if made by the Company will be within the limits specified u/s 224 (1B), of the Companies Act, 1956.

A copy of the resignation tender by the Auditors and eligibility letters as referred elsewhere are available at registered office of the Company for inspection to the members till the date of meeting during the business hours.

None of the Directors are in any way concerned or interested in the said resolution.

The Board recommends the resolution set forth in the item No.5 for the approval of the members.

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from from Wednesday, 04th September, 2013 to Wednesday, 11th September, 2013. (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registered Office Jodalli Village, Kalghatagi, Dharwad - 580 114, Karnataka
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Hubli

Date : 3rd August, 2013

Sd/-
Mr. S.G.Bellad
Director

Sd/-
Mrs. Meena Umachagi
Director