

NOTICE

Notice is hereby given that the **.Twenty Ninth** Annual General Meeting of the members of Associated Cereals Limited will be held on Saturday **The.27th Day of September 2014** at 11.30 AM . at the registered office of the Company at 'Arihant Enclave', Ground Floor, 493B/57A, G. T. Road (South), Shibpur, Howrah – 711102, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014, including the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr Anant Bhagat (DIN: 00089156), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Ashok Kumar Natwarlal & Co., Chartered Accountants (Registration No. 322307E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

4. Change of name of the Company

To pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and also subject to such other approvals as may be required, approval be and is hereby given to the change of name of the Company from **ASSOCIATED CEREALS LIMITED to REAL TOUCH FINANCE LIMITED**;

RESOLVED FURTHER THAT, after issue of fresh Certificate of Incorporation by the Registrar of Companies, West Bengal, the name REAL TOUCH FINANCE LIMITED be inserted in place of present name of the Company, wherever appearing in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the Board 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.”

5. Adoption of new set of Articles of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 submitted to this meeting 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.”

6. Appointment of Mr. Rajesh Kumar Sethia as Director

To pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. K. Sethia (DIN: 01129789), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company.”

7. Appointment of Mr. Rajesh Kumar Sehtia as Independent Director

To pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“Resolved that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, approval be and is hereby given to the appointment of Mr. R. K. Sethia (DIN: 01129789) as an Independent Director of the Company up to 31st March, 2019.”

8. Appointment of Mr. Radhey Shyam Mishra as Director

To pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. Mishra (DIN: 06867080), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company.”

9. Appointment of Mr. Radhey Shyam Mishra as Independent Director

To pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“Resolved that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, approval be and is hereby given to the appointment of Mr. R. Mishra (DIN: . 06867080) as an Independent Director of the Company up to 31st March, 2019.”

10. Re-appointment of Mr. Binod Chand Kankaria as Managing Director

To pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013, approval be and is hereby given to the re-appointment of Mr. Binod Chand Kankaria (DIN: 00389251) as the Managing Director of the Company for a period of five years, with effect from 2nd April, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. B. C. Kankaria, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board 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.”

11. Authority to borrow exceeding the limits specified in Section 180(1)(c) of the Companies Act, 2013

To pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession the previous resolutions passed by the Members of the Company under section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to borrow any sum or sums of money from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans and working capital facility obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of Paid-Up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount upto which moneys may be borrowed shall not exceed the aggregate of Paid-Up Capital and Free Reserves of the Company by more than the sum of Rs. 29 Crores (Rupees Twenty Nine Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By Order of the Board of Directors

For Associated Cereals Limited

Anny Jain
Company Secretary
August 19, 2014
Registered Office:
'Arihant Enclave', Gr. Floor
493B/57A, G. T. Road (South)
Shibpur, Howrah – 711102
CIN: [L01111WB1997PLC085164](#)
E-mail: acaasm@rediffmail.com

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from **24th September 2014 to 27th September 2014 (both days Inclusive)**.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Registrar./Depositories.

14. VOTING THROUGH ELECTRONIC MEANS

I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III.) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **September 21, 2014 at 10.00 A.M. and ends on September 23, 2014 at 6.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date (record date) of August 8, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</p> <p>Example:</p> <ol style="list-style-type: none"> Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 8, 2014

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant “**Associated Cereals Limited**” on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create 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.
- (xix) 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

15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at evoting.pdrandar@outlook.com with a copy marked to helpdesk.evoting@cdslindia.com on or before **23rd September 2014 upto 6.00 pm** without which the vote shall not be treated as valid

16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 08-August-2014.

17. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 08-August-2014.

18. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 08-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

19. Shri Prabhu Dayal Randar , Practising Chartered Accountant (Membership No. 054778) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting

period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

20. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and website of Associated Cereals Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to The UP Stock Exchange Limited.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special business mentioned in the accompanying Notice:

Item No. 4: Change of name of the Company

For the purpose of reflecting main objects of the Company, as required by BSE Ltd while granting in-principle approval for listing of equity shares of the Company under Direct Listing route, the Board of Directors at its meeting held on 27th June, 2014 decided to change name of the Company subject to provisions of the Companies Act, 2013 and such approvals as may be required.

The Registrar of Company, West Bengal by its letter dated 18th July, 2014 has made available 'REAL TOUCH FINANCE LIMITED' the new name, which is further subject to approval of the Members of the Company and the Central Government of India.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5: Adoption new set of Articles of Association of the Company

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Companies Act, 2013 (the Act) is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified. 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.

The proposed new AoA will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6 to 9: Appointment of Directors and approval to their appointment as Independent Directors

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. R. Mishra and Mr. R K Sethia as an Additional Directors of the Company with effect from 2nd April, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. R. Mishra and Mr. R K Sethia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. R. Mishra and Mr. R K Sethia for the office of Director of the Company.

Mr. R. Mishra and Mr. R K Sethia are not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

Further, the Board of Directors at their meeting held on 2nd April, 2014 had also appointed Mr. R. Mishra and Mr. R K Sethia as Independent Directors of the Company to hold office upto 31st March, 2019.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received declarations from Mr. R. Mishra and Mr. R K Sethia that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. R. Mishra and Mr. R K Sethia possess appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. R. Mishra and Mr. R K Sethia fulfill the conditions for their appointment as an Independent Directors as specified in the Act and the Listing Agreement. Mr. R. Mishra and Mr. R K Sethia are independent of the management.

Brief resume of Mr. R. Mishra and Mr. R K Sethia and names of companies in which they hold directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mr. R. Mishra and Mr. R K Sethia are appointed as Independent Directors.

Copy of the draft letters for appointment of Mr. R. Mishra and Mr. R K Sethia as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. R. Mishra and Mr. R K Sethia and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 to 9 of the Notice, which pertain to their respective appointments.

The Board recommends Ordinary Resolutions set out at Item Nos. 6 to 9 of the Notice for approval by the shareholders.

Item No. 10: Re-appointment of Mr. Binod Chand Kankaria as Managing Director

The Board of Directors of the Company (the 'Board'), at its meeting held on 2nd April, 2014 had, subject to the approval of members, re-appointed Mr. B. C. Kankaria as Managing Director, for a period of 5 (five) years w.e.f. 2nd April, 2014, at the remuneration recommended, Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek approval of the the members for the re-appointment of and remuneration payable to Mr. B. C. Kankaria as Managing Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Kankaria are as under:

SALARY

Rs. 10,000/- per month.

OVERALL REMUNERATION

The aggregate of salary in any Financial Year shall not exceed the limits prescribed from time to time under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act as may be in force from time to time.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any Financial Year during the currency of tenure of service of the Managing Director, the above mentioned remuneration, excluding commission, shall be paid as minimum remuneration to Mr. B. C. Kankaria as Managing Director of the Company, subject, however, to the provisions contained and limits prescribed in Schedule V of Companies Act, 2013 including any Statutory modification or re-enactment hereof as may for the time being in force.

FUNCTIONS AND DUTIES

Mr. Kankaria will perform such duties and functions as would commensurate with his position as Managing Director of the Company and as delegated by the Board from time to time;

Mr. Kankaria satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. B. C. Kankaria under Section 190 of the Act.

Brief resume of Mr. B. C. Kankaria and names of companies in which he holds directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The agreement entered into with Mr. Kankaria will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

Mr. Kankaria is interested in the resolution set out respectively at Item Nos. 10 of the Notice.

The relatives of Mr. Kankaria may be deemed to be interested in the resolutions set out respectively at Item No. 10 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolutions set out at Item Nos. 10 of the Notice for approval by the shareholders.

Item No. 11: Authority to borrow exceeding the limits specified in Section 180(1)(c) of the Companies Act, 2013

Pursuant to Section 293 (1)(d) of the Companies Act, 1956 the members had approved to borrow money for the requirements of the Company in excess of the aggregate of the Paid-Up Capital and Free Reserves of the Company by Ordinary Resolution in accordance with the provisions of the Companies Act, 1956 then applicable. As per section 180 (1) (c) of the Act and clarifications issued by Ministry of Corporate Affairs the Resolution set out at item no. 11 requires approval of shareholders by passing Special Resolution.

The Board recommends the resolution set out at item no. 11 for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

By Order of the Board of Directors

For, Associated Cereals Limited

Anny Jain
Company Secretary

August.19, 2014

Registered Office:
'Arihant Enclave', Gr. Floor
493B/57A, G. T. Road (South)
Shibpur, Howrah – 711102

CIN: [L01111WB1997PLC085164](#)
E-mail: acaasm@rediffmail.com

Details of Directors seeking appointment/re-appointment at the Annual General Meeting:

Name	:	Mr. Anant Bhagat
Date of Birth	:	10/11/1985
Date of Appointment	:	20/01/2011
Qualifications	:	Bachelor in Management, Masters in Real Estates
Expertise in specific functional areas	:	Real Estates
Directorships held in other companies (excluding foreign companies)	:	Oliva Exports Pvt Ltd, Bengal Sanjeevani Housing Development Limited, Onkar Mercantile Pvt Ltd, Ultraplus Housing Estate Pvt Ltd, Blue fox Projects Pvt Ltd, MK Space Realty Pvt Ltd, Rahul Residency Pvt Ltd, Olympia Real Estate Chennai Pvt Ltd, Safal Commotrade Pvt Ltd, Sampark Tradecom Pvt Ltd, Hopeful Dealers Pvt Ltd, Space Nature Infraprojects Pvt Ltd, Brilliant Dealers Pvt Ltd, Shivrashi Builders Pvt Ltd, Navin Space Housing Limited, Pearl Mercantile Pvt Ltd, Shield Merchandise Pvt Ltd, Empro Business Pvt Ltd, Campus Vincom Pvt Ltd, Bricks Commerce Pvt Ltd, A B Nirman Builders Pvt Ltd, Mangalrashi Builders Pvt Ltd, Space Real Nirman Pvt Ltd, Space Niwas pvt Ltd, Space Infraprojects Pvt Ltd, Lifemake Constructions Pvt Ltd, Land Mark Vinimay Pvt Ltd
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	NIL
Number of shares held in the Company	:	NIL

Name	:	Mr. Rjesh Kumar Sethia
Date of Birth	:	01/08/1970
Date of Appointment	:	02/04/2014
Qualifications	:	B.com
Expertise in specific functional areas	:	Financial Broker
Directorships held in other companies (excluding foreign companies)	:	Karni Soft Solution Pvt Ltd, Bharuka Holdings Pvt Ltd Debind Exports Pvt Ltd
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	
Number of shares held in the Company	:	NIL

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (contd):

Name	:	Mr. Radheyshayam Mishra
Date of Birth	:	25/01/1955
Date of Appointment	:	02/04/2014
Qualifications	:	B.com
Expertise in specific functional areas	:	School Administrator
Directorships held in other companies (excluding foreign companies)	:	Radhagobind Commercial Limited
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	
Number of shares held in the Company	:	NIL

Name	:	Mr. Binod Chand Kankaria
Date of Birth	:	16/01/1952
Date of Appointment	:	20/01/2011
Qualifications	:	B.com
Expertise in specific functional areas	:	Construction
Directorships held in other companies (excluding foreign companies)	:	<p>Bengal Land Developers Pvt Ltd, Bengal Polyresins Pvt Ltd, Brilliant Dealers Pvt Ltd, Eastern Centre Pvt Ltd, Godbalaji Commercial Pvt Ltd, Hoooghly Apartments Pvt Ltd , Jain Space Infra Venture Limited Kankaria Builders Pvt ltd Kankaria Textiles Pvt Ltd Land Mark Vinimay Pvt Ltd Multanmull Kishanlal Pvt Ltd Musical Films Pvt Ltd Olympia Cairnhill Development Pvt Ltd Orient Movie tone Corporation Limited Pawan Complex Pvt Ltd Rishra Estates Private Limited Safal Goods Pvt Ltd Shreerampur Complex Pvt Ltd Shri paras Construction Pvt Ltd Sivangan Traders [Pvt Ltd Space Olympia Properties Pvt Ltd Sri Panchanan Complex Pvt Ltd</p>
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	
Number of shares held in the Company	:	NIL

ASSOCIATED CEREALS LIMITED
(CIN): L01111WB1997PLC085164

ARIHANT ENCLAVE 493B/57A G T ROAD (SOUTH) SHIBPUR HOWRAH-711102
Website: www.associatedcereals.com; Telefax: +91 26410119 Email: acaasm@rediffmail.com

ATTENDANCE SLIP
TWENTY NINETH ANNUAL GENERAL MEETING
Saturday , September 27, 2014

Registered Folio/ DP ID and Client ID

**Name and Address of the
Sole/First Shareholder**

Joint Holder 1

Joint Holder 2

I/ We hereby record my/ our presence at the TWENTY NINETH ANNUAL GENERAL MEETING of the Company at ARIHANT ENCLAVE 493B/57A G T ROAD (SOUTH) SHIBPUR HOWRAH-711102 ,on Saturday, the 27th September, 2014 at 11.30 A.M.

Member's Folio/ DP ID-Client ID No.	Member's/Proxy's name In Block Letters	Member's/Proxy's Signature
-------------------------------------	---	----------------------------

NOTES:

1. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140821053	Please refer to Note no. 14 - III in the Notice	

