

NEW ERA ALKALOIDS & EXPORT LIMITED

REGD. OFFICE- 21, FREE GANJ, RATLAM (M.P.) 457001
CORP. OFFICE: 501, WALLFORT, FAFADIH, RAIPUR (C. G.) 492001
CIN-L02423MP1994PLC008116

NOTICE

To
All the Members,

NOTICE is hereby given that 1st/2017-18 Extra-Ordinary General Meeting of the Company will be held at 12.00noon on Monday, the 19th March, 2018 at 21-Freeganj Ratlam MP 457001 to transact following business:

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with the Rule 30 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to the confirmation of the Regional Director, Northern Western Region, Ahmadabad, consent of members be and hereby accorded the registered office of the Company be shifted from the state of Madhya Pradesh to the state of Chhattisgarh.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be substituted by the following:

"(II) The Registered Office of the Company shall be situated in the State of Chhattisgarh."

RESOLVED FURTHER THAT upon the aforesaid Special Resolution becoming effective, the Registered Office of the Company, be located in the state of Chhattisgarh.

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

"RESOLVED THAT pursuant to provisions of Section 13 read with the Rule 30 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to approval of Registrar of Companies, Chhattisgarh, or any other statutory authority(ies), if any required in this behalf, consent of members be and hereby accorded to alter the Main object clause of the Memorandum of Association of the Company by replacing the existing main object with the following new clauses:

"III(A) To carry on the business of importing, exporting, developing, manufacture, selling, mining, trading, storage, cargo-handling, logistics, distribution of explosives, accessories like detonators (electric and non electric) detonating fuse, safety fuse, boosters & all types of chemicals compounds, all kinds of alkaloids including ammonium nitrate, drugs, drugs pharmaceuticals, its raw materials, formulations, patents, softwares connected thereto and other chemicals and to grow promote the plantations of herbals, medicinal plants at commercial levels."

3. To consider and if thought fit, to pass with or without modification(s), the following as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the necessary approval of the Registrar of Companies, Chhattisgarh, or any other statutory authority(ies), if any required in this behalf, the consent of the Members be and are hereby accorded for effecting the following amendments in the existing "Clause III" of the Memorandum of Association of the Company dealing with the objects of the Company:

- a. The words appearing under Clause III, "The Objects for which the Company is established are" be deleted.
- b. The Sub- heading III(A) "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" be substituted by the new heading "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE"
- c. The sub-heading III(B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS ARE" be substituted by the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", with existing objects appearing under rearranged sub clauses 2 to 15 thereof".
- d. Sub-clauses appearing under the sub-heading III(C) i.e. "OTHER OBJECTS", be shifted under the new sub-heading III(B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) vide creation of new sub clauses no. 16 to 32."
- e. Sub- heading III(C) i.e. "OTHER OBJECTS", be deleted.

4. To consider and if deemed fit, to pass with or without modification(s), the following as a SPECIAL RESOLUTION:

"RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to approval of Registrar of Companies, Chhattisgarh, or any other statutory authority(ies), if any required in this behalf, the consent of the Members be and are hereby accorded to alter the Clause IV Memorandum of Association by replacing the existing Clause IV with the following new Clause IV:

Clause IV. "The liability of members is limited and this liability is limited to the amount unpaid on shares held by them."

5. To consider and if deemed fit, to pass with or without modification(s), the following as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the necessary approval of the Registrar of Companies, Chhattisgarh, or any other statutory authority(ies), if any required in this behalf, the approval of the Members be and are hereby given for effecting the following amendments in the existing **"Clause V" of the** Memorandum of Association of the Company dealing with the Capital of the Company:

The Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores and fifty Lakhs Only) divided into 35,00,000 (Thirty five lakhs) Equity Shares of Rs. 10/- (Rupees 10) each.

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for Voluntary Delisting of Shares from the Stock Exchanges, Central Listing Authority and subject to the provisions of the Security Contract and Regulation Act, 1956, SEBI (LODR Regulations, 2015 and any directions or modifications as may be issued by any regulating authority, the approval of members be and hereby accorded by to delist the Equity Shares of the Company from the Calcutta Stock Exchange.

All the members are requested to attend the meeting.

By order of the Board
For, New Era Alkaloids and Exports Limited

SD/-

(Monika Jain)
Company Secretary & Compliance Officer

Date: 14th February, 2018
Place: Raipur (C. G.)

Notes:

1. A member of the company entitled to attend and vote at the meeting, is entitled to attend a proxy to attend and vote instead of himself and a proxy need not be a member.
2. Instruments of proxies in order to be valid must be deposited at the registered office of the company not less than 48 hours before the time for the meeting.
3. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
4. Details pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of director seeking appointment/re-appointment at Annual General Meeting forms part of the notice.
5. Members who are holding Shares in Physical Form are requested to notify their e-mail address, addresses or Bank details or changes if any to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in email, addresses or Bank details to their respective Depository Participants.
6. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
7. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
8. There shall be voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
9. 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 the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
10. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in Dematerialized Form), electronic transfer, savings in stamp duty, prevention of forgery etc.
11. The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be affected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the e-mail addresses of members as obtained from Depositories/other sources, unless specifically requested to be sent in Physical Form. The members, who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form

shall be sent hard copies of Annual Report and who are desirous of receiving the communications/documents in Electronic Form are requested to promptly register their e-mail addresses with the Company.

12. Members may also take a note that notice of 1st Extra-Ordinary General Meeting and draft Memorandum of Association will also be available on the Company's website "newera1td.com"
13. Members are requested to bring their attendance slip and copy of annual report at the meeting.
14. Voting through electronic means-
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation the Company is pleased to provide members facility to exercise their right to vote at the 1st Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited.
 - b. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:
 - i. The voting period begins on 16th March, 2018 from 10.00am onwards and ends on 18th March, 2018 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th February, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv. Click on Shareholders.
 - v. 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.
 - (vi) 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 Enter your 10 digit alpha-numeric *PAN issued by Income Tax
Department (Applicable for both demat shareholders as well as physical shareholders)

 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.
 - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
 - If both 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 (v).
 - (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) 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.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for NEW ERA ALKALOIDS AND EXPORTS LTD on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS
 - o 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 linked in the login 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.

EXPLANATORY STATEMENT

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 1 mentioned in this notice:

ITEM NO. 1:

Chhattisgarh is a developing Industrial state and has good opportunity for expansion of business activities. Company is already having a corporate office at Raipur and all important business decisions are being taken over there. For better administration and control over the operation of the Company, the Directors proposed the shifting of Registered Office of the Company to Raipur. As a whole, it would be in the interest of the Company and its members.

The Board recommends the above Special resolution for your approval, as the same is in the interest of the company.

None of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the resolution.

ITEM NO. 2:

The company is constantly reviewing opportunities for new and expansion of its business operations and decided to enter in the field of chemicals and industrial explosives and also some future plans are being negotiated with other companies in the same business

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

ITEM NO. 3 TO 5:

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. Your directors' in its meeting held on 14th February, 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- i. Clause IIIA – Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);
- ii. Clause IIIB - Matters which are necessary for furtherance of the Objects specified In Clause 3(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- iii. Clause III(C) – Other objects have been deleted;
- iv. Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.

The draft of the amended Memorandum of Association proposed for approval is placed on the website of the Company <http://neweraltd.com/> and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3 to 5.

ITEM NO. 6:

That listing of Calcutta Stock Exchange was not serving any fruitful purpose and creating unnecessary claims despite sending all the compliances every time due to their defective management system, they claim non-compliances. Company is already listed on Metropolitan Stock Exchange having nationwide terminal therefore members will face no difficulty due to this delisting for one stock exchanges.

Therefore, it was proposed to get the securities delisted from the Calcutta Stock Exchange.

Your Directors commend passing of this resolution by way of a special resolution. None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4.

NEW ERA ALKALOIDS & EXPORTS LIMITED

REGD. OFFICE- 21, FREE GANJ, RATLAM (M.P.) 457001

CIN-L02423MP1994PLC008116

Email: neael@rediffmail.com

Telephone No.0771 234538

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

PROXY FORM

L. Folio No.
No. of Shares held:

I/We* ----- of ----- in the district of ----- being a Member / Members of **New Era Alkaloids and Exports Limited**, hereby appoint ----- of ----- in the district of ----- or failing him/her ----- of ----- in the district of ----- as my/our proxy to attend and vote for me/us and on my/our behalf at the 1st Extra-Ordinary General Meeting of the Company for the F. Y. 2017-18 to be held at 12.00noon on Monday, the 19th March, 2018 at 21-Freeganj Ratlam M. P. 457001 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1.	Shifting of Registered Office of the Company from the state of Madhya Pradesh to the state of Chhattisgarh subject to consent of members and Regional Director, northern Western Region.		
2.	Change in Main object of the Company subject to consent of the Members		
3.	Adoption of new set of Memorandum of Association as per the provisions of the Companies Act, 2013		
4.	Alteration in liability clause to align with provisions of Companies Act, 2013		
5.	Alteration in Share Capital Clause to align with provisions of Companies Act, 2013		
6.	Delisting of securities from the Calcutta Stock Exchange		

Signed this ----- day of ----- 2018.

This form is to be used *In Favour / *against of the resolution. Unless otherwise instructed, the Proxy will act as he thinks.

Please affix Revenue Stamp of Rs. 1/-
--

*Strike out whichever is not desired.

Signature -----

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting its registered office at Shyam Complex, Ramsagar Para, Raipur (C.G.).
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. ** This is only optional. Please put "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting I person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.