

NOTICE

Notice is hereby given that 17th Annual General Meeting of the Members of REI AGRO LIMITED will be held on Thursday, 29th September, 2011 at 11:30 A.M. at Mini Auditorium, Science City, J.B.S Haldane Avenue, Kolkata – 700046 to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit and Loss account for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon.
2. To declare dividend on Preference Shares.
3. To declare dividend on Equity Shares.
4. To appoint Director in place of Dr. ING N. K. Gupta, who retire by rotation and being eligible offers himself for re-appointment.
5. To appoint Director in place of Shri K.D. Ghosh, who retire by rotation and being eligible offers himself for re-appointment.
6. To re-appoint M/s. P. K. Lilha & Co., Chartered Accountants, as Auditors of the Company who retire at the conclusion of the ensuing Annual General Meeting to hold office till the conclusion of the next Annual General Meeting with the authority to the Board of Directors of the Company to fix their remuneration.

Special Business:

7. Payment of Commission on the net profits to Shri Sanjay Jhunjhunwala, Chairman of the Company

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

“RESOLVED THAT pursuant to section 309 and other applicable provisions if any, of the Companies Act, 1956 and clause 86 of the Articles of Association of the Company and subject to the others approvals, if any, the approval of the Company be and is hereby accorded for the payment of commission not exceeding 1% of the net profits of the Company to be computed in the manner laid down under sections 198, 349 and 350 of the Companies Act, 1956 to Shri Sanjay Jhunjhunwala, Chairman of the Company with authority to the Board of Directors to fix his Commission within such maximum amount for a period of 5 (Five) years commencing from 1st October, 2011.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, forms as may be required to give effect to the aforesaid resolution.”

By Order of the Board
For REI Agro Ltd.

Sd/-

Date: 21st May, 2011
Place: New Delhi

Mandan Mishra
Company Secretary

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF SELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
- b) Proxies in order to be effective duly completed Proxy form shall reach at the Registered Office of the Company, not less than forty eight hours before the Meeting.
- c) Members are requested to bring in the admission slip and those holding shares in electronic form are also requested to bring in the latest DP Statement with them.
- d) Members holding shares under different folio nos. but in the same order of name may send the certificates to the Registrar of the Company by registered post for consolidation in one folio so as to enable us to serve you better. Please note that consolidation of holding does not amount to transfer of shares and hence no stamp duty is attracted.
- e) Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Share Transfer Registrar of the Company in respect of their physical shares folios, if any.
- f) As per the Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s) / legal heirs(s) are required to furnish a copy of their PAN to the Registrar & Share Transfer Agent of the Company.
- g) The register of members and share transfer books of the company will be closed from 26th September, 2011 to 28th September, 2011 (both days inclusive) for determining the eligibility of the Equity Shareholders for the payment of the final dividend for the year ended 31st March, 2011.
- h) If dividend on Ordinary Shares as recommended by the Board of Directors is approved at the meeting, payment of such dividends will be credited/dispatched on and from September, 30th, 2011 to those members whose names are on the Company's Register of Members on 26th September, 2011. In respect of Ordinary Shares held in electronic form, the dividend will be paid to the beneficial owners of shares as at the end of business hours on 23rd September, 2011, as per details furnished by the Depositories for this purpose.
- i) The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Special Business is annexed hereto.

By Order of the Board
For REI Agro Ltd.

Sd/-

Date: 21st May, 2011
Place: New Delhi

Mandan Mishra
Company Secretary

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 7

Considering the Company's size, its operations and the fact that Directors other than the Managing and Whole Time Directors are required to make extra exertions from time to time and/or to give special attention to certain areas of business of the Company and the Company desires to pay the commission as an emolument in order to avail his valuable services to the Company and the Company requires approval of the shareholders to pay such commission on the net profits of the Company to be computed in the manner laid down under section 349 of the Companies Act, 1956 and for the said purpose your approval is required.

Thus under the Provisions of the Companies Act, 1956 and clause 86 of the Articles of Association of the Company, Directors seek

approval of the shareholders of the Company for the payment of commission of an amount not exceeding 1% of the net profits of the Company to the Chairman of the Company.

The Board of Directors recommends the resolution set out in item no. 7 of the accompanying notice for the approval of the shareholders/members.

Except Shri Sandip Jhunjhunwala and Shri Sanjay Jhunjhunwala, None of the other Directors are interested in the said resolution.

By Order of the Board
For REI Agro Ltd.

Sd/-

Mandan Mishra
Company Secretary

Date: 21st May, 2011
Place: New Delhi

Details of Directors seeking reappointment in 17th Annual General Meeting to be held on Thursday, 29th September 2011.

| | | |
|--|---|---|
| Name of Director | Dr. ING N. K. Gupta | Shri K.D. Ghosh |
| Date of Birth | 01-03-1946 | 15-02-1938 |
| Expertise in Specific Functional area | Having experience in the design, layout, and construction of food industry | Significant experience in financial planning, industrial relations, credit management, foreign exchange banking and merchant banking. |
| Qualification | B.Sc. (Engg.) | M.Com, CAIIB |
| List of outside Directorships held* | KRBL Limited Grintec India Limited REI Six Ten Retail Limited | REI Six Ten Retail Limited |
| Chairman/Member of the Committee of the Board of Directors of the Company | Audit Committee Member Shareholder/Investor Grievances Committee: Member | Shareholder/Investor Grievances Committee: Chairman Share Transfer Committee: Member Audit Committee Member |
| Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director | ---- | ---- |
| No. of shares held | ---- | ---- |

*Excluding Directorship in Private/foreign Companies



REI AGRO LIMITED

Registered office: 46C, Chowringhee Road, Everest House, Room No. 15B, Kolkata-700 0071

ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall, Joint Shareholders may obtain additional Attendance Slip on request.

Ledger Folio No./DP- CID No. _____

Name & Address of the Shareholder(s) _____

I hereby record my presence at the Annual General Meeting of the Company held on Thursday, 29th September, 2011 Signature of the Shareholder/Representative/Proxy.

Strike out whichever is not applicable



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FROM OF PROXY

Proxy No.

Ledger Folio No/ DP- CID

No. of Shares

I/We _____ of _____ Being a member/members of

REI Agro Limited hereby appoint -

_____ of _____

or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 29th September, 2011.

Signed this.. _____ day of _____ 2011

Affix a Rs.1/- Revenue Stamp

Note: The Proxy completed must be returned so as to reach so as to reach the Registered Office of the Company not less than 48 hours before the time for the aforesaid meeting. The Proxy need not be a member of the Company.



