



NARMADA AGROBASE LIMITED

(CIN: L15494GJ2013PLC073468)

Registered Office: 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana
Mahesana Gujarat 384421 India.

Tel No.: 079-40370886 ; **E-mail:** infonarmadaagrobase@gmail.com ;

Website: www.narmadaagrobase.com

NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies
(Management and Administration) Rules, 2014]*

To

All Members,

NARMADA AGROBASE LIMITED

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08.12.2021 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the Narmada Agrobase Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e- voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Scrutinizer will submit his report to the chairman of the Company (the "**Chairman**") or any other duly authorized person of the Company after the receipt of assent or dissent of the Members (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company within 2 working days after the closure of the evoting i.e by 22nd May 2022 5.00 PM. The voting results will be communicated to



the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company's website, www.narmadaagrobases.com and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1 -Migration of equity shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of National Stock Exchange of India Limited , and the Listing of shares of the company to BSE Limited (Bombay Stock Exchange)

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

"RESOLVED THAT, pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to migrate the Company, currently listed on NSE Emerge (SME platform of NSE) to the Main Board of National Stock Exchange of India Limited, and the simultaneous Listing of shares of the company to BSE Limited (Bombay Stock Exchange) , in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations, as amended from time to time.

RESOLVED FURTHER THAT, the Board of Directors and Company Secretary and Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to deal with any Government or Semi- Government authorities or any other concerned intermediaries, including but not limited to BSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge to the Main Board of NSE, and simultaneous Listing to the Main Board of BSE.

RESOLVED FURTHER THAT, board of the Company be and are hereby jointly and severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

**By the Order of Board of Directors
For Narmada Agrobases Limited**

Sd/-

Nidhi Jain

Company Secretary and Compliance
Officer

Place: Ahmedabad

Date: 19/04/2022



Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed M/s. Punit Samtoshkumar Lath, Practicing Company Secretary, (Membership No: 26238), as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 15th April, 2022 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 , General Circular No. 19/2021 and General Circular No. 20/2021.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website i.e. <http://www.narmadaagrobase.com/resource/Investor-Relation/Notices.aspx> website of the Stock Exchange of India Limited at www.nseindia.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>. Members who have not received the Notice may download the same from the aforesaid websites
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08.12.2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on 15th April 2022 being the cut-off date, to exercise their right to vote electronically on the above resolution.
7. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - A. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:



- B. a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
b) Select the Company Name i.e., Narmada Agrobase Limited.
c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
d) Enter DP ID - Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
f) In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
g) Enter the email address and mobile number.
h) System will validate DP ID - Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered Mobile number as well as email address for validation.
i) Enter the OTPs received by SMS and email to complete the validation process. ` OTPs will be valid for 5 minutes only.
j) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the evoting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800-309-4001.
- C. Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to einward.ris@kfintech.com or infonarmadaagrobase@gmail.com.
- D. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. raghu.veedha@kfin.com or mohammed.shanoor@kfintech.com or einward.ris@kfintech.com
- E. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on 15th April 2022.
9. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Company's R & T Agent KFin Technologies Limited. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized



representatives with proof of their authorization.

10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by KFin Technologies Limited. The instructions for electronic voting are given in this Notice. **E-Voting will commence on April 21, 2021 at 9:00 a.m. and will end on May 20, 2022 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
11. Members can also contact to Miss. Nidhi Jain, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - Narmada Agrobase Limited, Corporate Office: 401, Silicon Tower, Above Freezeland Restaurant Law Garden Navrangpura Ahmedabad Gujarat 380009, Email Id: infonarmadaagrobase@gmail.com, Phone number – +91 9227404064.
12. This Postal Ballot Notice is also placed on the website of the Company(<http://www.narmadaagrobase.com/resource/Investor-Relation/Notices.aspx>).
13. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. Friday, May 20, 2022. Members who wish to inspect such documents are requested to send an email to infonarmadaagrobase@gmail.com mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
14. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id infonarmadaagrobase@gmail.com, from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number and copy of PAN card. Said queries shall be appropriately replied by the Company.
15. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 20th May 2022 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
16. A member cannot exercise his vote by proxy on Postal Ballot.
17. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
18. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Gujarat.
19. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced within 2 working days from last date of voting, and will be displayed on the Company's website www.narmadaagrobase.com and on the website of Kfin Technologies Limited. The same will also be communicated to the Stock Exchanges.



20. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with KFin Technologies Limited (KFin) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

A. VOTING THROUGH ELECTRONIC MEANS

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Step I: Procedure To Login Through Websites Of Depositories

| Type of Shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as |



| | |
|---|---|
| | <p>shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. <p>Enter your User ID and Password for accessing Easi / Easiest. Click on Company name or e-voting service provider and you will be re- directed to KfinTech website for casting the vote during the remote e-voting period.</p> <ul style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/registration/Easiregistration Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP</p> <ul style="list-style-type: none"> where the E Voting is in progress. |
| <p>Users may directly access the e-voting module of NSDL as per the following procedure:</p> | <p>Click on URL: https://www.evoting.nsd.com</p> <p>2. Click on the button "Login" available under "Shareholder / Member section".</p> <p>3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.</p> <p>4. On successful authentication, you will enter the e-voting module of NSDL.</p> <p>Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting.</p> <p>6. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</p> |



| | |
|--|--|
| <p>Users may directly access the e-voting module of CDSL as per the following procedure;</p> | <ol style="list-style-type: none"> 1. Click on URL: www.cdslindia.com 2. Provide demat account number and PAN. 3. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. 4. On successful authentication, you will enter the e-voting module of CSDL. 5. Click on Company name or e-voting service provider and you will be re- directed to KFinTech website for casting the vote during the remote e-voting period. |
|--|--|

Step 2: Procedure To Login Through Demat Accounts / Website Of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-voting" and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against the name of Company or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

| Contact details in case of technical issue on NSDL Website | Contact details in case of technical issue on CDSL Website |
|--|---|
| <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. : 1800 1020 990 and 1800 22 44 30</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p> |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities indemat mode and shareholders holding securities in physical mode.

Login method for non-individual members and members holding shares in physical form are given below:

1. Initial password is provided in the body of the email.



2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

| Manner of holding shares i.e. Demat (NSDL or CDSL) or physical | Your User ID is: |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then user ID is 12***** your |
| c) For Members holding shares in Physical Form. | EVENT Number followed by Folio Number registered with the company For example if folio number is 001*** and EVENT is 118982 then user ID is 118982001*** |

2. **Password:** Password details for shareholders other than Individual shareholders are given below:
3. **Captcha:** Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
4. After entering the details appropriately, click on LOGIN
5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT number of the Company.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till



you have confirmed that you have voted on the resolution.

11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

General Guidelines for shareholders

- i. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: gr@gramcsfirm.com with a copy marked to eiward.ris@kfintech.com. Such authorization shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".
- ii. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e- voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: <https://evoting.kfintech.com> or contact Mr. Veeda Raghunath/Mr.Mohammed Shanoor, Corporate Registry at KFinTech, (Unit: Narmada Agrobase Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at eniward.ris@kfintech.com or call Kfitech toll free number 1-800-309-4001.
- iii. The voting period commences on Thursday, April 21, 2022 at 09.00 A.M. (IST) and ends on Friday, May 20, 2022 at 05.00 P.M. (IST) (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. (Note: e- Voting shall not be allowed beyond the said time.)
- iv. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, April 15, 2022 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories. i.e., NSDL and CDSL.

Process for those shareholders whose email ids are not registered with the depositories for procuring userid and password and registration of email ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to infonarmadaagrobase@gmail.com.
- ii. In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID) or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to infonarmadaagrobase@gmail.com .If you are an Individual shareholders holding securities in demat mode. you are requested to refer to the login method explained at step I i.e. Login method for e-Voting for Individual shareholders holding securities in Demat mode.



- iii. Alternatively, shareholder/members may send a request to einward.ris@kfintech.com for procuring user id and password for e-voting by providing above mentioned documents.



**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND
110 OF THE COMPANIES ACT, 2013**

Item No. 1 -Migration of equity shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of National Stock Exchange of India, and the Listing of the Shares on BSE Limited (Bombay Stock Exchange)

Your Company is presently listed on the NSE Emerge Platform since April 19, 2018 and has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 13,54,87,140/-, comprising of 1,35,48,714 equity shares of face value of Rs. 10/- each. Thus, the Company is eligible to migrate to the Main Board of NSE and BSE, subject to fulfillment of other criteria as stipulated by NSE and BSE.

Earlier, the Board of Directors in their meeting held on 10th April 2022 has decided to migrate the Company from NSE Emerge platform to the Main Board of NSE and simultaneous listing of the shares of the company to the BSE Limited

The Board further proposes that simultaneously with migration to the Main Board of NSE, the Company should also make application for migration to the Main Board of the BSE, in addition to the Main Board of NSE, which will take the Company into a different league along with the enhanced recognition and increased participation by the retail investors. Hence, the Board of Directors of the Company in their meeting held on 10th April, 2022 has decided to migrate from NSE Emerge (SME platform of NSE) and listing on the main board of BSE, in addition to Main Board of NSE.

The Members are therefore requested to accord their approval for the purpose of Migration of the Company from NSE Emerge (SME platform of NSE) and listing to the main board of BSE, in addition to Main Board of NSE as set out in the Notice.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as Special Resolutions by the Members through Postal Ballot.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company

**By the Order of Board of Directors
For Narmada Agrobase Limited**

Sd/-

Nidhi Jain

Company Secretary and Compliance
Officer

Place: Ahmedabad

Date: 19/04/2022