



NARMADA AGROBASE LIMITED

Mfg. Delinter Cotton Seeds & Cattle Feed

CIN NO: L15494GJ2013PLC073468

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of NARMADA AGROBASE LIMITED will be held at the registered office of the company at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana Mahesana Gujarat 384421 India on Wednesday 12th February, 2020 at 2.00 P.M. to transact the following business:

AS SPECIAL BUSINESS:

1. Issue of Bonus Shares

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

RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of Companies (Share Capital & Debenture Rules), 2014 (including any any amendment thereto or re-enactment thereof) and subject to the regulations and guidelines issued by Securities and Exchange Board of India (SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 (as amended from time to time) and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize sum not exceeding Rs. 6,02,16,510/- (Rupees Six Crore Two lacs Sixteen Thousand Five hundred Ten only) out of Free Reserves and the Securities Premium Account of the company and transfer to Share Capital Account towards issuance and allotment of fully paid equity of Rs. 10/- (Rupees Ten Only) each as Bonus Shares credited as fully paid up to the members of the Company holding Equity shares of Rs. 10/- (Rupees Ten Only) each whose names stand in Register of members of the Company as on the Record Date as the Board of Directors may determine, in that behalf in the proportion of 8 (Eight) new Fully Paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each for every 10 (Ten) existing Equity Shares of Rs. 10/- (Rupees Ten Only) each (fractional entitlements of Bonus shares shall be rounded off to one) held as on the record date and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income.

RESOLVED FURTHER THAT the Bonus Equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank Pari passu with the existing Equity shares. No Letters of allotment shall be issued for the Bonus shares.

RESOLVED FURTHER THAT the Share Certificates in respect of the New Equity Shares will be issued and dispatched to the shareholders who holds the existing Equity Shares in physical form and the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing Equity Shares in electronic form, within the period prescribed.



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RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

2. Increase in the Authorised Share capital

RESOLVED THAT pursuant to Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, the consent of the members of the company be and is hereby accorded, for the increase in Authorised Capital from Rs. 8,00,00,000 /- (Eight Crores Only) divided into 80,00,000 (Eighty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 13,60,00,000/- (Rupees Thirteen Crores and Sixty Lacs Only) divided into 1,36,00,000 (One Crore and Thirty Six Lacs Only) Equity Shares of Rs. 10/- each by creation of an additional 56,00,000 (Fifty Six Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with existing Equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary be and is hereby authorised to take all steps as may be necessary with regard to the issue, allotment and distribution of the new Equity shares as Bonus Shares as they may in their absolute discretion deem fit.

3. Alteration in the Capital Clause of Memorandum of Association

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 13, 61 and 64 and other applicable provisions of the Companies Act 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the company with the following clause.”

V “The Authorised Share Capital of the company is Rs. 13,60,00,000/- (Rupees Thirteen Crores and Sixty Lacs only) divided into 1,36,00,000 (One Crore and Thirty Six Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each.”



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary be and is hereby authorised to take all steps as may be necessary with regard to the issue, allotment and distribution of the new Equity shares as Bonus Shares as they may in their absolute discretion deem fit.

**By order of the Board of Directors
NARMADA AGROBASE LIMITED**

**SD/-
CS Nidhi Jain
Company Secretary & Compliance Officer**

**Date: 17/01/2020
Place: Ahmedabad**

NOTES:

1. Pursuant to the requirement of the SEBI (Listing Regulations and Disclosure Requirements), 2015 the Company declares that its equity shares are listed on the Stock Exchange at NSE-SME Platform.
2. A Member Entitled To Attend And Vote Is Entitled To Appoint A Proxy To Attend And Vote Instead Of Him/Herself And Proxy Need Not Be A Member Of The Company A Person Can Act As Proxy On Behalf Of Members Not Exceeding 50 (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 Shareholder.

The proxies to be effective should be deposited at the Registered Office of the Company duly completed and signed not later than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

3. In terms of provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company being exempted from E-Voting, is not providing e-Voting facility as per Provisions of Companies Act, 2013 SME listed Company is not Mandatory to provide E-voting Facility.

Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that

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effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him. A Proxy cannot vote on a show of hands.

In case of joint holders attending the Extra Ordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to Vote.

A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.

The Members of the Company holding shares on the "cut-off date" of 07th February, 2020 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

The results of the voting will be placed by the Company on its website www.narmadaagrobase.co.in within 48 hours from the conclusion of the EGM and also communicated to the stock exchanges, where the shares of the Company are listed.

The route map showing directions to reach the venue of the Extra Ordinary General Meeting is annexed to this report as per requirement of Secretarial Standard -2 on General Meeting.

4. Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of details of directors seeking appointment / reappointment at the Meeting are given in detail, is annexed hereto.
5. Shareholders are requested to bring their copy of Notice to the meeting.
6. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.
7. Members/Proxies should fill Attendance Slip for attending the meeting.
8. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting.
9. Non-Resident Indian Shareholders are requested to inform the Registrar, Kfin Technologies Private Limited immediately about:



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a) change in the Residential status on return to India for permanent settlement, if any; and

b) particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.

Members whose shareholding is in the electronic mode are requested to update the change of address and updating bank account details to their respective DPs.

10. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
11. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours from Monday to Friday up to the date of this Extra Ordinary General Meeting of the Company.
12. Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company
15. The Notice of the Extra Ordinary General Meeting of the Company for the year ended is uploaded on the Company's website www.narmadaagrobase.com and may be accessed by the members and also on the website of the National Stock Exchange Ltd. www.nseindia.com.
16. Electronic copy of the Notice of Extra Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Notice of the Extra Ordinary General Meeting is being sent in the permitted mode. We request you to update, your email address with your depository participant to ensure that the documents reach you in permitted mode.
13. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 & the Register of Contracts or Arrangements, in which Directors are Interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Registered Office of the Company and at the ensuing Extra Ordinary General Meeting.



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14. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form and Members desirous of making such nomination are requested to send their requests in Form No. SH - 13 in duplicate (which will be made available on request), to the Link In time India Private Limited, Registrar and Share Transfer Agent of the Company.



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ANNEXURE TO NOTICE STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

Item No. 1

The Equity Shares of the company are listed and traded since April 2018 on the SME platform of the National Stock Exchange (NSE). The members have been updated about the operations and performance of the company through regular disclosure and compliances.

The company has Free Reserves or share premium or capital redemption reserve of Rs. 6,04,07,589/- as on 31st March 2019 available for capitalization of Bonus Issue and the amount as required for capitalization for the Bonus Shares be applied from any or both of the above mentioned accounts for issuance of fully paid up Bonus Shares in the ratio of 8:10

In order to reward the members, the Board of Directors of the company at their meeting held on 16th January 2020 and recommended the issue Bonus shares in the ratio of 8:10 i.e 8 Equity shares of Rs. 10 each at par for every 10 fully paid up Equity Shares held by the Members subject to approval of members and such other authorities as may be necessary. The issue of Bonus Shares by capitalization of Reserve is Authorised by the Articles of Association of the company.

The record date for determining the eligibility of the members to receive the said Bonus Shares will be fixed by the Board of Directors.

The Board of Directors recommends the passing of Item 1 of the notice as an Ordinary Resolution with the approval of members.

None of the promoters, directors managers Key Managerial Personnel of the company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice except to the extent of their shareholding in the company, if any.

Item No. 2:

The Present Authorised Share Capital of the company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each and the company intends to expand its business activities for which the present capital seems to be insufficient, hence the Board of Directors considered the matter and proposed the increase in Authorised Share Capital of the company to Rs. 13,60,00,000 /- (Rupees Thirteen Crores and Sixty Lacs Only) divided into 1,36,00,000 (One Crore and Thirty Six Lacs Only) Equity Shares of Rs. 10/- each by creation of an additional 56,00,000 (Fifty Six Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each

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None of the promoters, directors managers Key Managerial Personnel of the company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice except to the extent of their shareholding in the company, if any.

Item No 3

In order to reflect the increase authorized share capital of the company, and in order to confirm to the requirements of the Companies Act 2013, Clause V of the Memorandum of Association of the company must be amended.

A draft of the amended Memorandum of Association with the following Clause V was tabled and initialed for discussion.

V. "The Authorised Share Capital of the company is Rs. 13,60,00,000/- (Rupees Thirteen Crores and Sixty Lacs only) divided into 1,36,00,000 (One Crore and Thirty Six Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each."

As per section 13 of the Companies Act 2013, the alteration of the memorandum of association of the company requires the approval of shareholders. The Board now seeks the approval of shareholders for the same.

None of the promoters, directors managers Key Managerial Personnel of the company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice except to the extent of their shareholding in the company, if any.



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**ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING
(To be handed over at the Registration Counter)**

No./DP ID and Client ID: _____

Name: _____

Address: _____

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company on on Wednesday, 12th February, 2020 at 2:00 P.M at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. JotanaMahesana Gujarat 384421

First / Sole / Proxy holder

Second holder



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FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s):

Registered Address:

E-Mail ID:

Folio DP ID-Client ID:

I/We being the member(s) holding shares of the above named Company hereby appoint:

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him / her;

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him / her;

(3) Name: _____ Address: _____

Email ID: _____ Signature: _____

or failing him / her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EGM, to be held on on Wednesday, 12th February, 2020 at 2:00 P.M at 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana Mahesana Gujarat 384421.. at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Optiona	
		For	Against
1.	To Issue Bonus Shares.		
2.	To Increase in the Authorized Shares Capital of the company.		
3.	To Alter Capital Clause of Memorandum of Association.		

Signed _____ this _____ day of _____, 2020.

Signature of Shareholder _____

Affix Revenue
Stamp

of Re. 1

Signature of Proxy holder(s) _____

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Notes:

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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

ROUTE MAP FOR EGM VENUE

