

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **NARMADA AGROBASE LIMITED** will be held at Hotel EL Dorado, Opp Shree Krishna Centre Across Cross World, Mithakhali Six Roads Navrangpura, Ahmedabad 380009 Gujarat India on Wednesday 25th September, 2019 at 11.00 A.M. to transact the following business:

## AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements comprising of Balance Sheet as at 31st March, 2019, Statement of Changes in Equity (Note 1A), Profit and Loss Account of the Company and Cash Flow for the year ended on that date together with the Report of Board of Directors and Auditors thereon.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Neerajkumar Sureshchandra Agrawal (DIN: 06473290) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Neerajkumar Sureshchandra Agrawal (DIN: 06473290) who retires by rotation at this meeting and being eligible has offered himself for re-appointment and be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To Declare Final Dividend for the year Financial Year 18-19.

“RESOLVED THAT a dividend at the rate of Re 0.10/- Per equity share capital of the company for the year ended 31st March 2019 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares.

RESOLVED FURTHER that the dividend warrants be posted to the shareholders within 30 days of such approval to the shareholders who are entitled to receive the same.

**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 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 Annual 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 19th September,

2019 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.narmadaagrobases.co.in](http://www.narmadaagrobases.co.in) within 48 hours from the conclusion of the AGM 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 Annual 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 Annual Report 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. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 The Register of Members and Share Transfer Books of the Company will remain closed from day, Friday 20th September, 2019 to Wednesday 25th September, 2019 (both days inclusive).
10. The Board has recommended a dividend of Rs. 0.10 per equity share of Rs. 10/- each, which, if declared by the members at this Annual General Meeting, will be paid on or before the 30th day from the date of declaration, to those members or their mandates to those members whose names shall appear in the Company's Register of Members as on 19TH Septemer, 2019 and in respect of shares held in the electronic form, to those 'Deemed Members' whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) at the closure of business hours on 19TH Septemer, 2019 .

11. In terms of the Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listed Companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS), Direct Credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. for making cash payments like dividend etc. to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their Depository Participants (DP) and the members holding securities in physical form are requested to send a request to the Registrar and Share Transfer Agents i.e. Karvy Fintech Private Limited Address: Tower- B, Plot No. 31 & 32, Selenium building Gachibowli Road Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana 500032. Contact No: 040 6716 2222
12. Non-Resident Indian Shareholders are requested to inform the Registrar, Karvy Fintech Private Limited immediately about:
  - 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.
13. 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.
14. 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 Annual General Meeting of the Company.
15. 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

16. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website [www.narmadaagrobases.com](http://www.narmadaagrobases.com) and may be accessed by the members and also on the website of the National Stock Exchange Ltd. [www.nseindia.com](http://www.nseindia.com).
17. Electronic copy of the Annual Report for 2018-19 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 Annual Report for 2018-19 is being sent in the permitted mode. We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you in permitted mode.
18. 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 Annual General Meeting.
19. 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.

**NOTE:** E-voting Facility shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR regulations") along with companies with less than 1000 members. Chapter XB of the ICDR regulations deals with the issue of specified securities by small and medium enterprises and Chapter XC of the ICDR regulations relates to listing on the exchange made possible without bringing an initial public offer by small-and-medium enterprises ("SMEs").

**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 2**

The details of director's appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below:

<b>Name of Director</b>	<b>Neerajkumar Sureshchandra Agrawal</b>
<b>Director Identification Number</b>	06473290
<b>Date of Birth</b>	24/09/1976
<b>Date of Appointment/Re-appointment</b>	29/01/2013
<b>Relationship with other Directors Inter se</b>	Son of Suresh chandra Gupta
<b>Profile &amp; Expertise in Specific functional Areas</b>	Mr. Neerajkumar Sureshchandra Agrawal aged 42 years, is the Chairman and Managing Director of our Company. He is qualified Chartered Accountant. He was originally appointed on the Board on January 29, 2013 and further designated as the Managing Director of the Company on December 18, 2017 liable to retire by rotation. He has a profound experience of more than 18 years in cattle feed manufacturing industries. He has vast experience and knowledge in manufacturing industry and has displayed strong entrepreneur skills and management capabilities by building up this industry. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company.
<b>Qualification</b>	B.com & Chartered Accountant
<b>No. of Equity Shares held in the Company</b>	1886900
<b>List of other Companies in which Directorships are held</b>	NA
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held</b>	NA

None of the Directors except he himself and Neerajkumar Sureshchandra Agrawal are deemed to be interested in the above resolution.

## Attendance Slip

### NARMADA AGROBASE LIMITED

(CIN: L15494GJ2013PLC073468)

Corporate Office: at 401, Silicon Tower, Above Freezeland Restaurant, Law Garden Navrangpura, Ahmedabad-380009, Gujarat, INDIA.

### ATTENDANCE SLIP FOR ANNUAL 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 Annual General Meeting of the Company on Wednesday, 25th September, 2019 at 11:00 A.M at Hotel EL Dorado, Opp Shree Krishna Centre Across Cross World, Mithakhali Six Roads Navrangpura, Ahmedabad 380009 India.

\_\_\_\_\_  
First / Sole / Proxy holder

\_\_\_\_\_  
Second holder

**NARMADA AGROBASELIMITED**

(CIN: L15494GJ2013PLC073468)

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

**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: \_\_\_\_\_  
E-mail 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 AGM, to be held on on Wednesday, 25th September, 2019 at 11:00 A.M at Hotel EL Dorado, Opp Shree Krishna Centre Across Cross World, Mithakhali Six Roads Navrangpura, Ahmedabad 380009. at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
ORDINARY BUSINESS: (ORDINARY RESOLUTION)			
1.	To adopt the Financial Statements for the year ended on March 31, 2019.		
2.	To appoint Director in place of Mr. Neerajkumar Sureshchandra Agrawal who is liable to retire by rotation.		
3.	To Declare Dividend		



Signed \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of Shareholder \_\_\_\_\_

Affix Revenue  
Stamp of Re. 1

Signature of Proxy holder(s) \_\_\_\_\_

**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 Annual 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.