

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of **NARMADA AGROBASE LIMITED** will be held on Thursday 30th September, 2021 at 2.00 P.M. through video conferencing (“VC”)/other Audio-Visual Means (“OAVM”), 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, 2021, Profit and Loss Account of the Company and Cash Flow Statement and Statement of Equity of Changes for the year ended on that date together with the Report of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors as circulated to the members and 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. and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“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.”

AS SPECIAL BUSINESS:

3. To confirm the re-appointment of Jain Kedia and Sharma Chartered Accountants as Statutory Auditors of the company for second term of 5 years and to fix their remuneration and, to consider, and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under M/s. Jain Kedia and Sharma Chartered Accountants (FRN: 103920 W) who were appointed by members as Statutory Auditors in the duly held Annual General Meeting dated 28th September 2020 for the period of one year i.e F.Y

2020-2021 and whose appointment is till the conclusion of the ensuing AGM be and is hereby appointed as Statutory Auditors of the company for second term of 5 years at remuneration plus GST & other expenses if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

By order of the Board of Directors
NARMADA AGROBASE LIMITED

CS Nidhi Jain
Company Secretary & Compliance Officer

Date: 31/08/2021
Place: Ahmedabad

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 02/2021 dated January 13, 2021 along with Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), have permitted the holding of Annual General Meeting through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 9th AGM of the Company is being held through VC / OAVM on Thursday, September 30, 2021 at 2.00 p.m. (IST). The deemed venue for the 9th Annual General Meeting shall be the corporate office of the company, at 401, Silicon Tower, Above Freezeland Restaurant, Law Garden Navrangpura Ahmedabad 380009.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
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. However as the AGM is conducted through VC or OAVM the members voting in the AGM need to send their approval by Text in the Chat Box during the passing of the Resolution 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 have only one vote irrespective of the number of shares held by him.

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 23rd September, 2021 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.

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23rd September, 2021, may obtain the Link/User ID and password by sending email to company at infonarmadaagrobases@gmail.com.

The results of the voting will be placed by the Company on its website 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.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. 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.
6. In terms of the provisions of Section 152 of the Act, Neerajkumar Sureshchandra Agrawal, Managing Director of the Company, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
7. Shri Neerajkumar Sureshchandra Agrawal is interested in the Ordinary Resolutions set out at Item Nos. 2, of the Notice with regard to his re-appointment. Shri Suresh Chandra Gupta, Executive Director, being related to Shri Neerajkumar Sureshchandra Agrawal, may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. The other relatives of Neerajkumar Sureshchandra Agrawal may be deemed to be interested in the resolutions set out at Item Nos. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 and Item no 3 of Special Business of the Notice. Details of Director retiring by rotation / seeking appointment / re-appointment at this Meeting is provided in the “Annexure” to the Notice.
8. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

Dispatch of Annual Report through Electronic Mode:

9. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. However in this respect company is publishing advertisement in the English as well as Vernacular language newspapers seeking shareholders to register their Email address whose email addresses are not registered with the company/Depositories.

Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.narmadaagrobases.com, websites of the Stock Exchange, i.e., National Stock Exchange of India Limited.

10. For receiving all communication (including Annual Report) from the Company electronically:

(a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card and Adhar card at infonarmadaagrobases@gmail.com or to KFinTech at inward.ris@kfintech.com/raghu.veedha@kfintech.com (company's Registrars)

(b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

11. **Procedure for joining the AGM through VC/OAVM:**

(a) The Company will provide VC / OAVM facility to its Members for participating at the AGM. and the Link/Login Id Password to participate in the AGM will be provided in the Email sent for Notice of AGM. Members will be able to attend the AGM through VC/OAVM by following the procedure as laid down in the Email.

(b) All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.

(c) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.

(d) Institutional Shareholders (i.e., members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Company's email ID: infonarmadaagrobases@gmail.com. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.

(e) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

13. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

14. Members who need assistance before or during the AGM, can contact Narmada Agrobases Limited on infonarmadaagrobases@gmail.com. Kindly quote your name, DP ID-Client ID / Folio no. in all your communications.

15. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date i.e 23rd September 2021 only shall be entitled to vote at the meeting or participation at the AGM and voting through show of Hands or by agreeing by sending a Text in Chat Box. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.

16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to infonarmadagrobases@gmail.com

17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 20, 2021 through email on infonarmadagrobases@gmail.com. The same will be replied by the Company suitably.

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:

Name of Director	Neerajkumar Sureshchandra Agrawal
Director Identification Number	06473290
Date of Birth	24/09/1976
Date of Appointment/Re-appointment	29/01/2013
Relationship with other Directors Inter se	Son of Suresh chandra Gupta
Profile & Expertise in Specific functional Areas	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.
Qualification	B.com & Chartered Accountant
No. of Equity Shares held in the Company	3,396,420
List of other Companies in which Directorships are held	NA
List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held	NA

None of the Directors except he himself and Suresh Chandra Gupta are deemed to be interested in the above resolution

Item No. 3:

The Company in the Annual General Meeting held on 28th September 2020 appointed M/s Jain Kedia and Sharma Chartered Accountants having Firm Registration Number: 103920W as Statutory Auditors of the Company for the term of one year till the ensuing Annual General Meeting, hence it is proposed to appoint M/s Jain Kedia and Sharma Chartered Accountants having Firm Registration Number: 103920W for Second term of 5 years

M/s Jain Kedia and Sharma Chartered Accountants have given their consent to be appointed as the Statutory Auditors of the Company, along with confirmation that, their appointment if made by the members would be within the limits prescribed under the Companies Act 2013.

Henceforth it is proposed to appoint M/s Jain Kedia and Sharma Chartered Accountants as the Statutory Auditors of the Company for the term of 5 years

Brief Profile of the Statutory Auditor Jain Kedia and Sharma Chartered Accountant:

Name of the Firm	Jain Kedia and Sharma
FRN:	103920W
Brief Profile	<p>Jain Kedia & Sharma was established in August, 1984 by the three founding partners Mr. Ajaykrishna Sharma, Mr. Ramesh Kedia and Mr. Inder Jain. With an excellent 36 years of experience and counting, the firm has grown exponentially in terms of work culture, experience and client trust.</p> <p>The firm is on the panel of auditors maintained by the Comptroller and Auditor General of India (C & AG of India) for allotment of Statutory Audits of various Public Sectors/Government Undertakings with the Panel Number 414/WR</p> <p>The Firm is engaged in internal audit of various PSUs. The Firm has experience in Bank audits and handling audit of listed entities.</p>
Peer Review	The Firm is a Peer Reviewed Firm
Period of Appointment	For the term of 5 years (F.Y 2021-2026)