

## NOTICE

NOTICE is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of the Company will be held at shorter notice on Tuesday, 30<sup>th</sup> day of November, 2021 at 11.00 a.m. at the Registered office of the Company at 601-604, A-wing, Bonanza Building, Sahar Plaza, J.B. Nagar Metro Station, J.B. Nagar, Andheri (E) Mumbai MH 400059 to transact the following business:-

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2021 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Suresh Chandra Goyal (DIN: 02018073) who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business

3. Appointment of Dr. Bibhuti Bhusan Pattanaik, (DIN: 00299819) as an Independent Director of the Company:

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

**“RESOLVED THAT** pursuant to Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, Dr. Bibhuti Bhusan Pattanaik, (DIN: 00299819), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from 15<sup>th</sup> October, 2021 and in terms of Section 161 of Companies Act, 2013 who holds office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for five consecutive years for a term up to 14<sup>th</sup> October, 2026;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 and any other applicable provisions, if any, of the Companies Act, 2013, rules made there under (including any statutory modification(s) or any re-enactment thereof for the time being in force), Dr. Bibhuti Bhusan Pattanaik shall be paid remuneration in accordance to the limits as specified in section 197 and Schedule V of Companies Act, 2013;

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**CIN:** U51219MH2006PLC305651  
**ISO-9001**:2008 and ISO-22000:  
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**RESOLVED FURTHER THAT** the Directors and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

**By Order of the Board of Directors**

**Vaishali Gupta**  
**Company Secretary**

**Place: Mumbai**  
**Date: 29.11.2021**

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**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.  
Instrument appointing proxy in order to be valid must be received by the company not less than 48 hours before the meeting. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent 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 proxy for any other member. A proxy form for the AGM is enclosed.
2. Corporate Members are requested to send a duly certified copy of Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting (AGM).
3. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
4. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
5. Members desiring any information relating to the accounts are requested to write to the Company well in advance of the meeting in order to enable the management to keep the information ready.
6. Members are requested to:
  - a. Notify immediately any change in their address to the Company.
  - b. Quote their Folio Numbers in all correspondence with the Company.
7. Route Map for the venue of the proposed AGM of the company, is appearing as an Annexure to this Notice.
8. The relevant documents are available for inspection by the members of the Company at the registered office from 10.30 a.m. to 12.30 p.m. on any working days, except Sundays, up to the date of the Annual General Meeting.

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**STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:**

**Item No. 3:**

In terms of Section 161 of the Companies Act, 2013, the Board of Directors of the Company have appointed Dr. Bibhuti Bhusan Pattanaik (DIN: 00299819) as an Additional Director of the Company with effect from 15<sup>th</sup> October, 2021 and categorized as an Independent. Dr. Pattanaik is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to act as a Director. The Company has received a declaration from Dr. Pattanaik that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Dr. Pattanaik fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013. Dr. Pattanaik is independent of the management and possesses appropriate skills, experience and knowledge.

Dr Pattanaik carries with him professional experience of Public Sector management for about 40 years in the field of policy formulation and implementation in food and agriculture sector, training and human resource development in diverse areas of agricultural development with a focus on post-harvest and supply chain management.

His areas of specialization are General Administration and Management, Sales & Marketing of Agri inputs, Seed Supply System, Warehousing & Collateral Management, Logistics and Supply Chain Management, Corporate Governance, Risk Management and Corporate Social Responsibility.

Copy of draft letter of appointment of Dr. Pattanaik setting out the terms and conditions of appointment and other relevant documents can be inspected at the office hours on working days in office at the registered office of the Company.

A brief profile of Dr. Pattanaik is given in the section 'Profile of Directors being appointed' annexed to the Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members by way of Ordinary Resolution.

Except Dr. BB Pattanaik and his relatives, none of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

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**DETAILS OF DR. BIBHUTI BHUSAN PATTANAİK, DIRECTOR SEEKING REAPPOINTMENT (Disclosure relating to Directors pursuant to Secretarial Standards on General Meetings):**

<b>Name of Director</b>	<b>DR. BIBHUTI BHUSAN PATTANAİK (DIN: 00299819)</b>
<b>Age</b>	67 years
<b>Date of first appointment</b>	15-10-2021
<b>Qualification</b>	M.Sc (Ag) (Gold medal), P.G. Diploma in Marketing and Sales Management and HRM, Ph.D
<b>Experience</b>	Dr B B Pattanaik carries with him professional experience of Public Sector management for about 40 years in the field of policy formulation and implementation in food and agriculture sector, training and human resource development in diverse areas of agricultural development with a focus on post-harvest and supply chain management.
<b>Shareholding in the Company</b>	Nil
<b>No. of Board meeting attended during FY 21-22</b>	01
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person</b>	Terms and conditions including remuneration as mentioned in letter.  Past remuneration: NA
<b>Other Directorship</b>	Prabhat Agri Biotech Limited
<b>Membership/Chairmanship of Committee of other Boards</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Dr. Pattanaik is not related to any other Director and Key Managerial Personnel of the Company.
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	Because of his knowledge, acumen, expertise and experience

**Disclosure as required under Schedule V Part II to the Companies Act, 2013 is given hereunder:**

**I. General Information**

1)	Nature of Industry	Service Industry
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2)	Date or Expected date of commencement of commercial	N.A. since the Company has already commenced its business activities.
3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.
4)	Financial performance based on given indicators.	The details of financial performance for the years 2020-21 are provided in the financials.
5)	Foreign Investments or collaborators	Claymore Investments (Mauritius) Pte Ltd. had invested in the equity shares and preference shares of the Company.

**II. Information about the appointee:**

<b>Name of Managerial Personnel</b>	<b>DR. BIBHUTI BHUSAN PATTANAİK (DIN: 00299819)</b>
<b>Background details</b>	Dr. Pattanaik, 67 years, is the Non-Executive Director of the Company. Qualification: M.Sc (Ag) (Gold medal), P.G. Diploma in Marketing and Sales Management and HRM, Ph.D
<b>Past Remuneration</b>	NA
<b>Job Profile and his suitability.</b>	Dr B B Pattanaik carries with him professional experience of Public Sector management for about 40 years in the field of policy formulation and implementation in food and agriculture sector, training and human resource development in diverse areas of agricultural development with a focus on post-harvest and supply chain management.
<b>Remuneration proposed</b>	Proposed remuneration is 9,00,000/- (Indian Rupees Nine lakhs only) p.a. as per the rules of the Company subject to Section 197 read with Schedule V and Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

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The remuneration proposed is as per section 197 read with rules made thereunder and Schedule V and is comparable to the remuneration of managerial personnel levels of similar sized companies in India.

**Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Nil**

**III. Other information:**

1 Reasons of loss or inadequate profits	Due to decline in business
2 Steps taken or proposed to be taken for improvement	Management is making due efforts & exploring new areas of business.
3 Expected increases in productivity and profits in measurable terms.	Not applicable

**IV. Disclosures: Not applicable**

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**Form 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]

<b>15<sup>th</sup> Annual General Meeting on Tuesday, 30<sup>th</sup> day of November, 2021 at 11.00 a.m.</b>
Name of member(s) : Name of the Joint holder, if any: Registered address :  E Mail Id: Folio No. / DP ID - Client ID No. of share(s) held

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

Name: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature \_\_\_\_\_ or failing him

Name: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature \_\_\_\_\_ or failing him

Name: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> day of November 2021 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of the resolution as are indicated overleaf:

Resolution No.	Resolution description	Vote		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Ordinary Resolution for adoption of Audited Financial Statements including Consolidated Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2021 and the Reports of the Directors' and Auditors' thereon.			
2.	Ordinary Resolution for appointment of a Director in place of Mr. Suresh Goyal, Director who retires by rotation and being eligible offers himself for re-			

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	appointment.			
3.	Appointment of Dr. Bibhuti Bhusan Pattanaik as an Independent Director			

Affix Revenue Stamp of Re.0.15
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Signed this ..... Day of ..... 2021.

Signature of Member .....

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 FORTY-EIGHT HOURS before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the - for, against or abstain column blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he /she may deemed appropriate.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Those members who have multiple folios with different joint-holders may use copies of this Attendance Slip/Proxy.

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**ATTENDANCE SLIP**

(to be completed and presented at the entrance)

**15<sup>th</sup> Annual General Meeting on Tuesday, 30<sup>th</sup> day of November, 2021 at 11.00 a.m.**

<b>Registered Folio No. / DP ID &amp; Client ID</b>	
<b>Name and address of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	
<b>Number of shares held</b>	

I certify that I am a member / proxy for the member of the Company. I/We hereby record my/our presence at the 15<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> day of November, 2021 at 11.00 a.m. at the Registered Office of the Company.

.....  
Name of the Member / Proxy  
(in BLOCK letters)

.....  
Signature of the Member / Proxy

**Note:**

1. Please fill in the Folio/DPID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Member/Proxy holder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.

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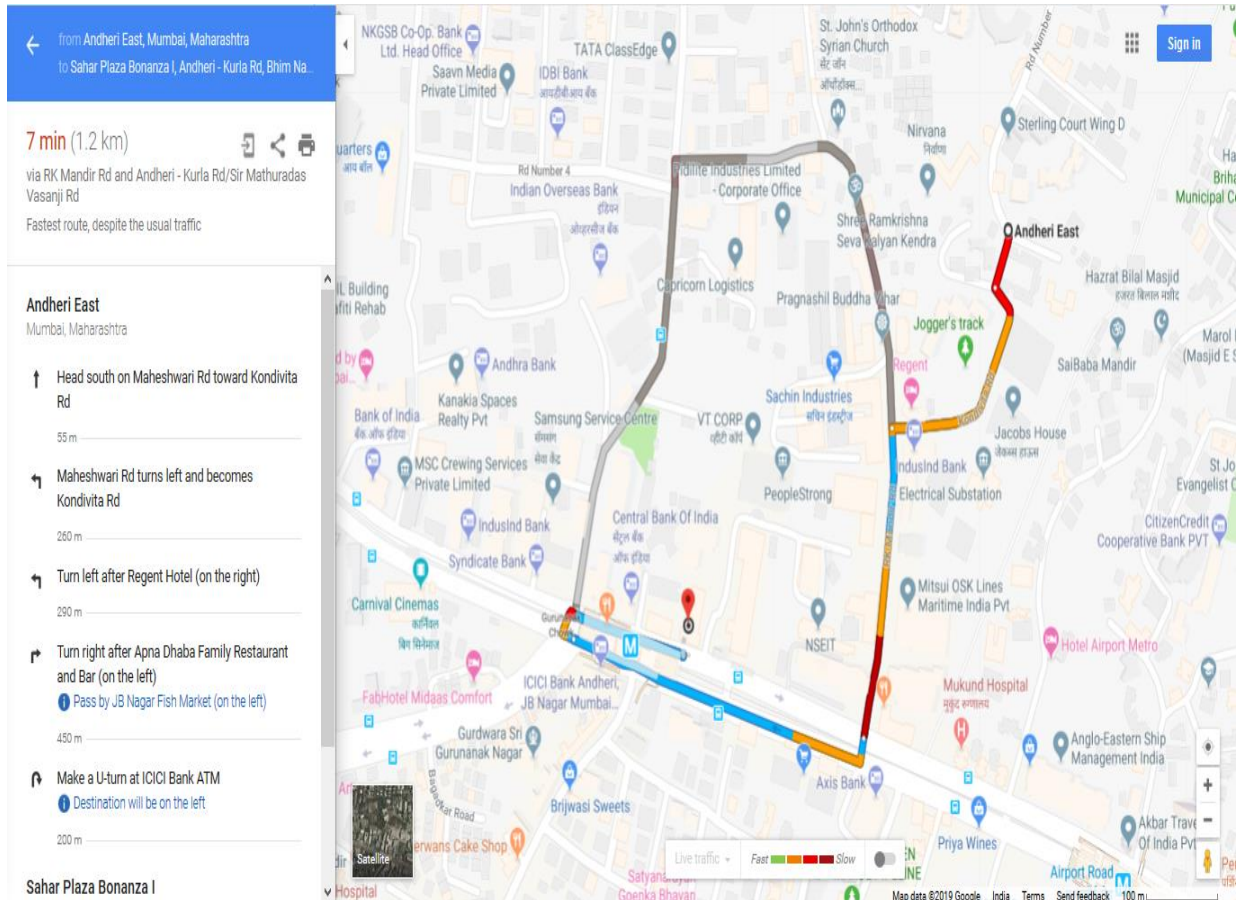
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**Route Map to the Venue of Annual General Meeting**



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