



NAGARJUNA AGRI-TECH LIMITED

Regd Off: Office No. 15-113, at WeWork Raheja Mindspace, 13th Floor, Building No. 9,
TSIC, Software Units Layout, Madhapur, Telengana - 500081.
CIN: L01119TG1987PLC007981, Email ID: nagarjunaagritech2025@gmail.com
Contact No - 0091-40-23357248

05-JULY 2025

**The General Manager,
BSE Limited,
25th, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001**

**Re: Intimation of Extra Ordinary General Meeting of the Company.
Ref: Scrip Code: 531832**

Dear Sir/ Madam,

Please find enclosed herewith the Notice of the Extra Ordinary General Meeting ('EGM') of Nagarjuna Agri-Tech Limited scheduled to be held on Monday, 28th day of July, 2025 at 3:30 P.M. through Video Conferencing / Audio Visual means.

Kindly take the above on record.

Thanking you,

Yours truly,
For Nagarjuna Agri-Tech Limited

Deepika Bhutra

(DEEPIKA BHUTRA)
Company Secretary & Compliance Officer



Encl: As stated above



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (EGM) OF THE SHAREHOLDERS OF NAGARJUNA AGRI-TECH LIMITED FOR THE YEAR 2025-26 WILL BE HELD ON MONDAY, THE 28TH DAY OF JULY, 2025 AT 3.30 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

Special Business:

- 1. TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT 2013.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

- (a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- (b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and
- (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 500 crore, (Rupees Five Hundred Crore) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the

Board to invest in the Subsidiaries, Associates, Related Parties, whether Indian or overseas, give loans to them; provide guarantees on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

2. INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY: -

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”) read with the Articles of Association of the Company (AOA), as agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee and sub-committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity shares of Rs. 10/- (Rupees ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- each to be increased, reduced or varied in accordance with the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file, sign, verify and execute all such e-forms with Registrar of companies, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any Director or Company Secretary of the Company be furnished to such persons and be filed with the Registrar of Companies and/or any other Statutory or Regulatory or Governmental authorities, as may be deemed necessary.”

3. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY WITH AMENDED OF WHOLE OBJECT CLAUSE AND CAPITAL CLAUSE:

RESOLVED THAT pursuant to Section 13 and any other applicable provisions, if any, of the Company Act, 2013 and rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force pursuant to recommendation of Board of Directors in their Meeting held on 27.06.2025 and subject to such approvals, permissions and sanctions of the Registrar of Companies, Telangana and all other relevant authorities governed by SEBI, if any, consent of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (“the MOA”) as follows:-

(i) By replacing the Existing Object Clause of the Company by the following:-

Clause III (A) :

1. To manufacture, produce, process, prepare, improve, create, buy sell, distribute, Import, export, resell, trade whether as a wholesaler or retailer, transporter, stockiest, researcher, franchise holders, supplier concessionaire or otherwise to deal in all types of foods, beverages, including but not limited to fruits, vegetables, sea foods, meats, eggs, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, milk foods, health and diet drinks, carbonated and non-carbonated drinks, fruit juices, fruit pulp, milk, aerated water, soft drinks, soft drinks concentrates, syrups, effervescent drinks, tea, coffee, mineral water, solvents, mixtures, by-products, intermediates & ingredients, whether made of natural or synthetic materials, jams, jelly, pickles, chutneys, vinegars, sauce, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products, snacks products, concentrates and flavors (liquid and powder form), food colours, baby foods, namkeen products, frozen items, desserts, and allied food and beverage items, through retail outlets, kiosks, quick service restaurants (QSR), cafes, cloud kitchens, both physical and digital all other processed and non-processed foods and food of every description.
2. To engage in the business of setting up and operating Quick Service Restaurants (QSRs), cloud kitchens, and food service formats, offering fast food and packaged or ready-to-eat meals, dine-in or takeaway services and to develop and expand a retail network across domestic and international markets, either directly or through franchisees, licensees, or agents.
3. To carry on the business with digital commerce platforms, quick commerce partners, and food delivery applications for the sale, delivery, and marketing of the company’s products and services, and to collaborate with third-party technology providers, aggregators, and logistics partners for online and mobile-based ordering and delivery systems.

Clause III (B) :MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A) ARE: -

1. To negotiate and enter into agreements with India or foreign bodies for technical assistance, technical know-how and collaboration in setting up of any of the activities of the Company.
2. To establish maintain, agencies, branches or appoint representative, agents, canvassers, selling and buying agents in India or abroad for sale, purchase, hire, distribution or for any one or more of the object of the Company and to regulate and discontinue the same.
3. To operate branch of a business which this Company is authorized to carry on by means, or through the agency of, any subsidiary company for taking the profits and bearing the losses of any business or branches so carried on, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
4. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint ventures, reciprocal concession or otherwise or amalgamate with any person or Company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorized to carry on or act on and to take or otherwise acquire securities of any such Company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
5. To enter into foreign or Indian technical or any type of collaboration, partnership or into any arrangement for sharing of profits, union of interest, cooperation, joint ventures, reciprocal concession or otherwise with any person, firm, corporation or government carrying on, engaged in or about to carry on engage in any business undertaking to guarantee contracts or otherwise acquire and hold securities of any such persons forms or companies, to sell, hold, re-issue with or without deal with the same.
6. To acquire and undertake the whole or any part of the business property and abilities of any person, firm or any Company carrying on the business which the Company is authorized to carry on or possessed of property suitable for the purpose of the Company.
7. To purchase, take on lease or otherwise acquire any land grants, concession and easement and heir ditament or other properties and real personal properties, patents, licenses, rights or privileges required for the main object of the Company and to construct, maintain and alter any total offices, buildings or works necessary or convenient for the purpose attaining the objects of the Company.
8. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose off, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum of a rent charged in cash or services.

9. To apply for, purchase, acquire, and protect, prolong and renew in any part of the world any patents, patent rights, brevets invention, licences, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account and or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or proposes to acquire.

10. To establish, provide, maintain and conduct or subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/ or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the company.

11. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorized to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.

12. Subject to the provisions of applicable law to procure registration, incorporation or recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body, Indian or foreign for any rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

13. To acquire or amalgamate, absorb or merge with any other company or companies or to form, promote subsidiaries having objects altogether or in part similar to those of this company.

14. To enter into arrangements with any government or authorities municipal, local or any persons or company in India or abroad that may seem conducive to the objects of the company or any of them and to apply for, secure, acquire, obtain from such government, authorities,

persons or company any right, privileges, powers, authority, charters, contracts, licences, concessions, grants, decrees, rights which the Company may think desirable.

15. To pay all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and charges in connection therewith and/ or make donations (by cash or other assets) to remunerate by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stocks or securities of this or any other company or in any other manner, whether out of the Company's capital or profits to any person, firm, company assisting to place or guaranteeing the subscription of other security of the company in or about the formation or promotion of the Company or for any other reason which the company may think fit subject to the provisions of the Companies Act, 2013.

16. To do all or any of the above things in India or in any part of the world as principals, agents, contractors or trustees and either alone or in conjunction with others.

17. Subject to provisions of Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India, to borrow or raise money or to take money on loan on interest from banks, financial institutions, government agencies, co-operative societies, persons, companies, firm, in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed, raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignments or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulations Act, 1949 or the s Act, 1938, respectively.

18. To make, draw, accept, endorse, discount, execute, negotiate, assign, and issue cheques, promissory notes, drafts, hundies, bonds, railway receipts, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instrument.

19. To guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, availed by any person, company, firm, society, trust or body corporate.

20. To guarantee or become liable for the performance of the obligations and the payment of interest on any debentures or securities of any company, corporation or association or a persons in which such guarantees may be considered beneficial or advantageous, directly or indirectly to further the objects of the Company or the interest of the members.

21. Subject to the provisions of the Companies Act, 2013 to accumulate funds and to invest or deal in with and invest money belonging to the Company in any deposits, stocks, debentures, debenture-stocks, kinds obligations, or securities by original subscription, participation in syndicates having similar objects and to tender, purchase, exchange and to subscribe for the

same and to guarantee the subscription thereof and to exercise and enforce all the rights and powers conferred by or incidental to the ownership thereof.

22. To open and operate current, overdrafts, loan, cash credit or deposit or any other type of accounts with any banks, company, firm, association or person.

23. To undertake, carry out, promote and sponsor rural or semi urban or urban development including any programme for promoting the social and economic welfare or uplift of the public in any such area and to incur any expenditure on any programme of rural, semi-urban and urban development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

24. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having any one of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.

25. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects and to accept gifts, bequests devices and donations from any firm, company or persons as may be thought appropriate or conducive to the interest of the Company.

26. To create any depreciation fund, reserve funds, sinking fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or gratuity or pension or for any other purpose conducive to the interest of the Company.

27. Subject to provisions of the Companies Act, 2013, to place, reserve, distribute, as dividend or bonus or to apply as the Company may from time to time determine any moneys received in payment of dividend or money arising from the sale of forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company.

28. To refer or agree to refer any claims, demands, disputes or any other questions by or against company or in which the company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

29. To use trademarks, trade names or brand names for the business activities products and goods and adopt such means of making known the business and products in which the company is dealing as may seem expedient and in particular by advertising on radio, television, newspapers, magazines, periodicals, by circulars, by opening stalls and exhibition, by

publication of books and periodicals, by distributing samples and by ranting prizes, rewards and awards.

30. To undertake the payment of all rent and the performance of all covenants, contracts, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or acquired by the Company.

31. To become members of or to enter into any agreement with any institution, association or company carrying on or which may carry on research and other scientific work of investigation in connection with any business of Company or other trades or industries allied therewith or ancillary thereto and to acquire securities in any such institutions, association or company and contribute towards the capital or funds, thereof.

32. To receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company.

33. To pay a share in the profit of the company or commission to brokers, sub-agents, agents or any other company, firm or person including the employees of the Company as may be thought fit for services rendered to the Company.

34. To open establish, maintain and to discontinue in India or overseas any offices, branch offices, regional offices, trade canters, exhibition canters, liaison offices and to keep local or resident representative in any part of the world for the purpose of promoting the business of the company.

35. To take part in the management, supervision and control of the contracts, rights, turnkey jobs, operations or business of any company or undertaking entitled to carry on the business which the company is authorized to carry on.

36. to acquire and undertake the whole or any part of the business property or Shares of any Company or to make a Company its Subsidiary or Wholly owned Subsidiary Company by way of acquisition or by any other way or acquire through any agreement or Share Purchase Agreement any firm or Company, carrying on the business which the Company is authorized to carry on or possessed of property suitable for the purpose of the Company.

(ii) By replacing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- each to be increased, reduced or varied in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

4. TO APPOINT MR. ALTAB UDDIN KAZI (DIN: 10435916) AS NON – EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the members be and are hereby accorded for the appointment of Mr. Altab Uddin Kazi (DIN: 10435916) as Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, for a term of five consecutive years effective from EGM i.e. 28th July, 2025 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. TO APPOINT MR. CHANDAN GHOSH (DIN:- 09638482) AS NON – EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the members be and are hereby accorded for the appointment of Mr. Chandan Ghosh (DIN:09638482) as Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and is eligible for appointment, for a term of five consecutive years effective from EGM i.e. 28th July, 2025 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. TO APPOINT MR. SUMIT SENGUPTA (DIN: 09184493) AS THE MANAGING DIRECTOR OF THE COMPANY AND APPROVE THE REMUNERATION PAYABLE TO HIM.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 198 and Schedule V and all other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. Sumit Sengupta (DIN:09184493) as Managing Director of the Company for a period of 3 years commencing from the date of EGM i.e July 28, 2025, who was earlier appointed as Additional Director of the Company, at a remuneration of Rs. 48 Lakhs and on such terms & conditions as may be agreed between the Board of Directors and Mr. Sumit Sengupta with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Sumit Sengupta as Managing Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, to give effect to this resolution.”

7. TO APPOINT MR. RAJESH SHAW (DIN: 09647878) AS THE WHOLE TIME DIRECTOR OF THE COMPANY AND APPROVE THE REMUNERATION PAYABLE TO HIM.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 198 and Schedule V and all other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. Rajesh Shaw (DIN:09647878) as Whole Time Director of the Company for a period of 3 years commencing from the date of EGM i.e July 28, 2025, who was earlier appointed as Additional Director of the Company at a remuneration of Rs. 48 Lakhs and on such terms & conditions as may be agreed between the Board of Directors and Mr. Rajesh Shaw with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Rajesh Shaw as Managing Director of the Company, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory

modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, to give effect to this resolution.”

8. TO INCREASE THE BORROWING LIMITS OF THE COMPANY BEYOND THE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY.

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, the company be and is hereby authorized to borrow money from time to time, by way of loan, debentures, bonds or other instruments, from time to time at its discretion either from the Company’s bankers or from other banks, financial institutions or persons or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) on such terms and conditions as may be considered suitable by the Board for the business of the company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and its free reserves i.e., reserves not set apart for any specific purpose provided that the outstanding aggregate borrowings of the company shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted / to be constituted by the Board and/or any Member of such Committee / Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By order of the Board of Directors
For Nagarjuna Agri-Tech Limited**

**Place: Hyderabad
Date: 27.06.2025**

**Sd/-
Rajesh Shaw
(Additional Director)
DIN: 09647878**

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 & September 25, 2023 respectively ("MCA Circulars") and applicable SEBI circulars, has permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) ('the Act') and applicable MCA and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'e-EGM').
2. The deemed venue for e-EGM shall be the registered office of the Company.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS e-EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS e-EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF e-EGM ARE NOT ANNEXED TO THIS NOTICE.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
5. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC / OAVM and cast their votes through e-voting.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.nagarjunaagritech.com. The Notice can also be accessed from the websites of the Stock Exchanges at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL at www.evotingindia.com.
9. Members are hereby requested to register their E-mail addresses with their Depository Participant or with **XL Softech Systems Ltd,3, Sagar Society, Road No 2, Banjara Hills,Hyderabad,Telangana,500034, Registrar and Share Transfer Agent** (RTA) of the Company, for sending various Notices, Dividend intimation and other documents through Electronic Mode. Those members who have changed their E-mail addresses are requested to register their E-mail ID / New Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in Demat mode.
10. All the relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (From Monday to Friday) during the business hours 10.00 AM to 1.00 PM up to the date of EGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 22nd July, 2025 to Monday, 28th July, 2025 (Both days inclusive)** for the purpose of Extra Ordinary General Meeting.
12. CS Mohit Vanawat, Proprietor of M/s Mohit Vanawat & Associates, Practicing Company Secretary has been appointed as “Scrutinizer” for the Business mentioned to be conducted by e-voting.
13. The Results of the e-voting will be declared by the Managing Director **by 30th July, 2025 by 05:00 P.M.** at the Registered Office of the Company at Hyderabad and shall be hosted on the website of the Company; www.nagarjunaagritech.com and on website of the Stock Exchange, www.bseindia.com.

A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING AND E-VOTING DURING AGM / EGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

- (i) The voting period begins on **25th July, 2025 at 9.00 AM and ends on 27th July, 2025 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date i.e. 21st July, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual Meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders
holding securities in
Demat mode with
CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi / Easiest, option to register is available at [https://web.cdslindia.com /myeasi / Registration / EasiRegistration](https://web.cdslindia.com/myeasi/Registration/EasiRegistration).
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on [https://evoting.Cdslindia.com /Evoting / Evoting Login](https://evoting.Cdslindia.com/Evoting/EvotingLogin). 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) 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. 3) 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 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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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>

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 and 022-23058542 / 43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022-4886 7000 and 022-2499 7000.

(v) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Nagarjuna Agri-Tech Limited** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional facility for Non – Individual Shareholders and Custodians for remote e-voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; nagarjunaagritech2025@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM / EGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM / EGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM / EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven(7) days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Three (3) days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542 / 43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542 / 43.

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') GIVENHEREUNDER SETS OUT ALL MATERIALFACTS RELATING TO THE BUSINESS MENTIONED IN NOTICE DATED AUGUST12, 2024:

ITEM NO:-1

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporateexceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 500 Crores (RuppeesFive Hundred Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the proposed resolution set out in Item No. 1 of this noticeto the shareholders for passing of Special Resolution.

ITEM NO:-2

The present Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten CroreOnly). The Company proposes to increase its authorized share capital toRs.30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (ThreeCrore) Equity Shares of Rs.10/-(Rupees Ten Only) each to facilitate fund raising in future viaissuance of equity shares.

The increase in the Authorized Share Capital of the Company will also require consequentialamendment in the ClauseV of the Memorandum ofAssociation of the Company and pursuant toSection 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval ofthe members oftheCompany by way ofpassing an Ordinary Resolution to that effect therefore,the proposed Clause V of the Memorandum of Association of the Company after increase inAuthorized Share Capital reflects face value of Rs. 10/- each.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 2 of this notice is in the interest of the Company, and the Board recommends foryour approvalas an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO:-3

Nagarjuna Agri-Tech Limited is having the Main Object of running the business in Agriculture Sector like Manufacturing of Ayurvedic & Herbal Medicines, all kind of herbal and medicinal plants, medicinal oil and cultivation and carrying the business of Farming, horticulture etc of all kinds of food grains, seeds, fruits, fruits, vegetables and to setup and run plant and Machinery for manufacturing and processing and preserving the same.

In the previous year the Company earned a very less revenue which was in Thousands only. Recently the Company changed its Management and now having a totally different Management. The new Management suggested new activity and Object for the business of the Company that's why the management proposes Quick Service Restaurant sector and replace the Existing Object with the new proposed Activities, which are presently not covered in the Main Object Clause of the Company. The Ancillary Objects are also proposed to be altered. To enable the Company to commence the aforesaid new business, it is proposed to amend the Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice which would be subject to the approval of Members.

Further the Authorized Capital of the Company is also proposed to be increased from existing 10,00,00,000 (Rupees Ten Crores) to 30,00,00,000 (Rupees Thirty Crore), and if approved by the Shareholders as set out in Item Number 2, the Capital Clause of the MOA is also to be altered.

Therefore the Board has approved adoption of New set of Memorandum of Association pursuant to replacement of object clause and alteration of Capital Clause of MOA of the Company and the Board now seeks Members' approval for the same through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolutions and except to the extent of their respective interest as shareholders of the Company.

The Board commends the passing of the resolution set out at Item No. 3 for the approval of the Members of the Company by Special Resolution.

ITEM NO:- 4 & 5

The members of the Company are hereby informed that Mr. Altab Uddin Kazi and Mr. Chandan Ghosh were appointed as the Non- Executive Additional Directors of the Company by the Board of Directors in their meeting held on 16.01.2025 and 27.06.2025 respectively, on the recommendation of the Nomination & Remuneration Committee of the Company, subject to approval of Shareholders.

The members are further informed that pursuant to the Provisions of Companies Act, 2013 the composition of Board should have optimum numbers of Executive and Non-Executive Directors. Therefore, the Management proposes the appointment of Mr. Altab Uddin Kazi and Mrs. Kiran Pandey as Non-Executive Independent Directors of the Company for a period of five Years. The brief profile of both the directors is attached herewith the Notice.

None of the Directors except Mr. Altab Uddin Kazi and Mr. Chandan Ghosh, and their relatives, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board commends the passing of the resolution set out at Item No. 4 & 5 for the approval of the Members of the Company by **Special Resolution**.

ITEM NO:-6

The members are hereby informed that Mr. Sumit Sengupta was appointed as Additional Director of the Company by the Board in their meeting held on 16th January, 2025. He is having a experience of 23 years' in various FMCG (Fast moving consumer goods) fields. He is expertise in channel sales, media marketing, retails and B2B network sales. He is also working Experience with renowned companies like that Nestle, Parle, GPI, Future Group, ABP and Hindustan Time.

The members are further informed that on the recommendation of Nomination & Remuneration Committee, the Board has approved the Appointment of Mr. Sumit Sengupta as the Managing Director of the Company and the same is proposed to the Shareholders for their approval.

During the financial year ended March 31, 2025, the profits of the Company may not be adequate and therefore the proposed remuneration payable to the Whole Time Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. Pursuant to Schedule V if the Profits of any Company are not Adequate and if the Effective Capital of the Company is 5 crores and above but less than 100 crores. The following remuneration can be paid to its Directors :-

Limit of yearly remuneration payable shall not exceed (in Rupees) in case of a managerial person
84 lakhs

Provided that the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a **special resolution**.

The members are further informed that the Company wishes to improve its financial position of the Company and proposes the appointment of qualified and professionally experienced directors to the Board. Therefore the amount of Remuneration proposed for Managerial personnels i.e. For Mr. Sumit Sengupta is exceeding the limit mentioned in Schedule V.

Notwithstanding anything to the contrary herein contained, where in any financial years during the currency of the tenure of Mr. Sumit Sengupta, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid, will be paid to Mr. Sumit Sengupta in accordance with the applicable provisions of the Act and subject to such approvals as may be required.

Therefore the approval of Shareholders by way of Special Resolution is required pursuant to Schedule V of the Companies Act, 2013.

- i. Basic Salary:- Rs. 48 Lakhs per annum.

- ii. Perquisites and fixed allowances such as paid day, bonus, leave encashment, provident fund, gratuity and other allowances, be paid in addition to the basic salary, as per the Agreement subject to prevailing policy of the Company as may be approved by the Board from time to time.

None of the Directors except Mr. Sumit Sengupta and his relatives, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board commends the passing of the resolution set out at Item No. 6 for the approval of the Members of the Company by **Special Resolution**.

**Statement containing additional information as required in Schedule V of the Companies Act, 2013
– Mr. Sumit Sengupta (Item No. 6 of Notice)**

I. General Information

1.	Nature of Industry	Engaged in the business in Agriculture Sector like Manufacturing of Ayurvedic & Herbal Medicines, all kind of herbal and medicinal plants, medicinal oil and cultivation and carrying the business of Farming, horticulture etc of all kinds of food grains, seeds, fruits, fruits, vegetables and to setup and run plant and Machinery for manufacturing and processing and preserving the same.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since 1987.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the Financial Year 2024-25, the Company made a turnover of Rs. 0.61 Lakhs and a Profit of Rs. 46.27 Lakhs after tax.
5.	Foreign investments or collaborations, if any.	Not Applicable

II. Information about the appointee:

1	Background details	Mr. Sumit Sengupta is Engineer. He is Highly accomplished and visionary leader with a proven track record of driving business growth, transforming operations, and fostering innovation in the FMCG, Retail, and Media sectors. With more than 26 years of rich experience in managing large teams, developing strategic partnerships, and navigating complex market dynamics. He possess a unique blend of commercial acumen, operational expertise, and leadership prowess.
2	Past remuneration	First appointment in the Company and hence not

		applicable.
3	Recognition or awards	Nil
4	Job profile and his suitability	Mr. Sumit Sengupta is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Sumit Sengupta has rich experience in managing large teams, developing strategic partnerships, and navigating complex market dynamics.
5	Remuneration proposed	48 Lakh per annum
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Sumit Sengupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel ¹⁵ [or other director], if any.	Mr. Sumit Sengupta is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information

1	Reasons of loss or inadequate profits	During the year 2024-25, the turnover of the Company was in thousands only. The Company finds its existing object and area of business limiting and due to which there are very less business throughout the year.
2	Steps taken or proposed to be taken for improvement	For the development of the Company, its management proposed to alter the object and activities of the Company and instead of working in Agriculture Sector, it was proposed to move into Quick Services Food Restaurants and service sector. That's why The Management is also strengthening the Board with experienced and qualified members so that the situation of the Company can be changed.
3	Expected increase in productivity and profits in measurable terms	The management, for the Company's development proposed to alter its object in accordance with the proposed activities to be undertaken by the Company for the purpose of entering into Quick Services Food Restaurants and service sector. The Management is also strengthening the Board with experienced and qualified members so that the situation of the Company can be changed. We, therefore, are reasonably confident of achieving the better profit in comparison with the previous years.

ITEM NO:-7

The members are hereby informed that Mr. Rajesh Shaw was appointed as Additional Director of the Company by the Board in their meeting held on 3rd June, 2025. He is a member of ICWAI and a Graduate in Science. He is having a rich experience of working with ITC where he spent 11 years as an SAP FICO Manager. It will be good for the better development and growth of the Company to have Mr. Rajesh Shaw in the Board.

The members are further informed that on the recommendation of Nomination & Remuneration Committee, the Board has approved the Appointment of Mr. Rajesh Shaw as the Whole Time Director of the Company and the same is proposed to the Shareholders for their approval.

During the financial year ended March 31, 2025, the profits of the Company may not be adequate and therefore the proposed remuneration payable to the Whole Time Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. Pursuant to Schedule V if the Profits of any Company are not Adequate and if the Effective Capital of the Company is 5 crores and above but less than 100 crores. The following remuneration can be paid to its Directors:-

Limit of yearly <u>remuneration</u> payable shall not exceed (in Rupees) in case of a managerial person
84 lakhs

Provided that the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a **special resolution**.

The members are further informed that the Company wishes to improve its financial position of the Company and proposes the appointment of qualified and professionally experienced directors to the Board. Therefore the amount of Remuneration proposed for Managerial personals i.e. For Mr. Sumit Sengupta and Mr. Rajesh Shaw is exceeding the limit mentioned in Schedule V.

Notwithstanding anything to the contrary herein contained, where in any financial years during the currency of the tenure of Mr. Rajesh Shaw, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid, will be paid to Mr. Sumit Sengupta in accordance with the applicable provisions of the Act and subject to such approvals as may be required.

Therefore the approval of Shareholders by way of Special Resolution is required pursuant to Schedule V of the Companies Act, 2013.

The details of remuneration payable to Mr. Rajesh Shaw, despite inadequacy or absence of profits is as under:-

- iii. Basic Salary:- Rs. 48 Lakhs per annum.
- iv. Perquisites and fixed allowances such as paid day, bonus, leave encashment, provident fund, gratuity and other allowances, be paid in addition to the basic salary, as per the Agreement

subject to prevailing policy of the Company as may be approved by the Board from time to time.

None of the Directors except Mr. Rajesh Shaw and his relatives, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution except their shareholding in the Company.

The Board commends the passing of the resolution set out at Item No. 7 for the approval of the Members of the Company by **Special Resolution**.

**Statement containing additional information as required in Schedule V of the Companies Act, 2013
– Mr. Rajesh Shaw (Item No. 7 of Notice)**

I. General Information

1.	Nature of Industry	Engaged in the business in Agriculture Sector like Manufacturing of Ayurvedic & Herbal Medicines, all kind of herbal and medicinal plants, medicinal oil and cultivation and carrying the business of Farming, horticulture etc of all kinds of food grains, seeds, fruits, fruits, vegetables and to setup and run plant and Machinery for manufacturing and processing and preserving the same.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since 1987.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the Financial Year 2024-25, the Company made a turnover of Rs. 0.61 Lakhs and a Profit of Rs. 46.27 Lakhs after tax.
5.	Foreign investments or collaborations, if any.	Not Applicable

II. Information about the appointee:

1	Background details	Mr. Rajesh Shaw is aged about 54 years. He is an ICWAI member and a science graduate. He has 11 years of experience working with ITC where he was a SAP FICO Manager - implementing the Finance Business process requirements and mapping them with the SAP R/3 system. He has also worked with reputed companies, primarily as an IT process systems professional.
2	Past remuneration	First appointment in the Company and hence not applicable.
3	Recognition or awards	Nil
4	Job profile and his suitability	He has worked with reputed companies, primarily as an IT process systems professional.

		His focus has been on laying a strong digital foundation that will drive our company's growth and efficiency in the years to come. Among our key initiatives are the implementation of an SAP-based ERP system and a Distributor Management System (DMS) tailored for our sales team.
5	Remuneration proposed	48 Lakh per annum
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Rajesh Shaw is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel ¹⁵ [or other director], if any.	Mr. Rajesh Shaw is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information

1	Reasons of loss or inadequate profits	During the year 2024-25, the turnover of the Company was in thousands only. The Company finds its existing object and area of business limiting and due to which there are very less business throughout the year.
2	Steps taken or proposed to be taken for improvement	For the development of the Company, its management proposed to alter the object and activities of the Company and instead of working in Agriculture Sector, it was proposed to move into Quick Services Food Restaurants and service sector. That's why The Management is also strengthening the Board with experienced and qualified members so that the situation of the Company can be changed.
3	Expected increase in productivity and profits in measurable terms	The management, for the Company's development proposed to alter its object in accordance with the proposed activities to be undertaken by the Company for the purpose of entering into Quick Services Food Restaurants and service sector. The Management is also strengthening the Board with experienced and qualified members so that the situation of the Company can be changed. We, therefore, are reasonably confident of achieving the better profit in comparison with the previous years.

ITEM NO:-8

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company should obtain approval of the Shareholders by means of a **Special Resolution**, to enable the Board of Directors of the Company to borrow money, apart from temporary loans

obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital, free reserves and securities premium account of the Company.

Considering the current order book size and to meet the increased requirements of funds in future, which may arise on account of long term working capital requirements, capital expenditure or the expansion plan/program of the Company, the Company may be required to raise further loans/borrowings from financial institutions, banks and others.

Accordingly, it is proposed to increase the present limits of borrowings to Rs.100 Crores. Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages/charges/ hypothecation in favour of the Lenders/ Financial Institutions/Bodies Corporate/ others, on all or any of its movable and immovable properties. In order to create aforesaid mortgages/charges/hypothecation, the consent of the Shareholders by means of Special Resolution is required under section 180 of the Companies Act, 2013. Accordingly, the Resolution Nos. 8 is proposed to obtain necessary consent of the members of the Company in term of the provision of Sections 180(1) (c) of the Companies Act, 2013. In view of the above, the Board of Directors recommends passing the resolutions as set out in items nos. 8 of this Notice as Special Resolutions. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.

Annexure A

Details under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (relating to Corporate Governance) and Secretarial Standard issued by the Institute of Company Secretary of India on General Meetings, with respect to the appointment & re-appointment of Directors is as under:

Name of the Director	Altab Uddin Kazi	Chandan Ghosh	Rajesh Shaw	Sumit Sengupta
Director Identification Number	10435916	09638482	09647878	09184493
Date of Birth	07/07/1990	30/10/1961	24/10/1983	05/08/1977
Qualification	Company Secretary, Graduate in Commerce and LLB	Graduate in Science.	ICWA	Engineer
Experience	He has more than 7 years of experience in the areas of Income Tax, GST, Secretarial and Corporate Affairs.	He is a experienced FMCG professional who has worked as a Former Region/Country Business Head of a Globally managed vertical of Nestle. Over his illustrious career, he has worked across leadership roles in different regions/ countries. He has handled the General Management role responsibilities in managing People, Brand, and P&L.	He has 11 years of experience working with ITC where he was a SAP FICO Manager - implementing the Finance Business process requirements and mapping them with the SAP R/3 system.	Highly accomplished and visionary leader with a proven track record of driving business growth, transforming operations, and fostering innovation in the FMCG, Retail, and Media sectors. With more than 26 years of rich experience in managing large teams, developing strategic partnerships, and navigating complex market dynamics, He possess a unique blend

				of commercial acumen, operational expertise, and leadership prowess.
Expertise in specific functional Areas	He has more than 7 years of experience in the areas of Income Tax, GST, Secretarial and Corporate Affairs	He is a experienced FMCG professional who has worked as a Former Region/Country Business Head of a Globally managed vertical of Nestle. Over his illustrious career, he has worked across leadership roles in different regions/ countries. He has handled the General Management role responsibilities in managing People, Brand, and P&L.	He has 11 years of experience working with ITC where he was a SAP FICO Manager - implementing the Finance Business process requirements and mapping them with the SAP R/3 system.	With more than 26 years of rich experience in managing large teams, developing strategic partnerships, and navigating complex market dynamics.
Terms & Conditions of Appointment	Appointment of Shri. Altab Uddin Kazi as Independent Director who is not liable to retire by rotation.	Appointment of Mr. Chandan Ghosh as Independent Director who is not liable to retire by rotation.	Appointment of Mr. Rajesh Shaw as Whole Time Director of the Company who is liable to retire by	Re-Appointment of Mr. Sumit Sengupta, as Managing Director of the Company who is not liable to retire by

			rotation.	rotation.
Details of Remuneration and remuneration last drawn	Nil	Nil	48 Lakh per annum.	48 Lakh per annum.

Details of Directorship/Committee Chairmanship and Membership in other Companies

Name of Director	Type of Company	Directorship held	Committee Membership	Committee Chairpersonship
Altab Uddin Kazi	Listed	3 Listed Companies	Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee & Corporate Social Responsibility Committee	NRC Committee, and Stakeholders Relationship Committee
	Unlisted	3 Unlisted Company		
Chandan Ghosh	Listed	1 Listed Company	Audit & NRC Committee	Audit & NRC Committee
	Unlisted	Nil		
Rajesh Shaw	Listed	Nil	-	-
	Unlisted	2 Unlisted Companies		
Sumit Sengupta	Listed	-	-	-
	Unlisted	6 Unlisted		