



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2nd EXTRA ORDINARY GENERAL MEETING (EOGM) for FY 2025-26 OF THE MEMBERS OF NAGARJUNA AGRI-TECH LIMITED, WILL BE HELD ON MONDAY, THE 22ND DAY OF DECEMBER, 2025 AT 05.00 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') TO TRANSACT THE BUSINESSES AS SET OUT IN THIS NOTICE. THE PROCEEDINGS OF THE EOGM SHALL BE DEEMED TO BE CONDUCTED AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT UNIT NO 9/1, 9TH FLOOR, MERLIN ACROPOLIS, 1858/1, RAJDANGA MAIN ROAD, E.K.T, KOLKATA — 700107, WEST BENGAL, THE FOLLOWING

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTLY ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

"V. The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each, with the rights and privileges and conditions attaching thereto as provided by the requirements of the Company for the

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary for obtaining the requisite approvals, statutory or otherwise, in relation to the above, and to settle all questions, difficulties, or doubts that may arise in this regard, to sign and execute all necessary documents, and to file the requisite forms with the Registrar of Companies and other authorities as may be required, and to do all such acts, deeds, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution."

2. PREFERENTIAL ISSUE OF 2,12,86,020 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF ALLENBY FOOD & BEVERAGES PRIVATE LIMITED (CIN: U15500WB2012PTC183126).

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

"RESOLVED THAT pursuant to provisions of Section Sections 23(1)(b), 39,42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 as amended (The "SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot 2,12,86,020 (Two Crores Twelve Lakhs Eighty Six Thousand and Twenty Only) Equity Shares of the Company of face value of Rs. 10 (Rupees Ten) per Equity Share at an issue price of Rs. 68/- (Rupees Sixty Eight) each including a premium of Rs. 58/- (Rupees Fifty Eight) per share, aggregating to Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) on such terms and conditions and as may think fit and at its absolute discretion to the persons mentioned herein below who are the shareholders of **ALLENBY FOOD & BEVERAGES PRIVATE LIMITED** (CIN: U15500WB2012PTC183126) ‘Target company’ having PAN: AAKCA6764G and Registered Office at Merlin Acropolis Unit -7/16, 1858/1, Rajdanga Main Road, E.K.T, Kolkata, West Bengal, India, 700107, on preferential basis for consideration other than cash i.e. swap of Equity shares:

Name of Proposed Allottee(s) belonging to Allenby Food & Beverages Private Limited:

Sr. No.	Name of Proposed Allottee(s) belongs to Allenby Food & Beverages Private Limited (A)	Category (B)	No. of Shares in Allenby Food & Beverages Private Limited (C)	% (D)	**No. of shares of the Company proposed to be allotted in Nagarjuna Agri-Tech Limited for the Acquisition of Shares by way of swap @ Rs. 68/- per shares (Share exchange ratio 15:1) = C*15
1	Rachna Suman Shaw	Promoter	3,22,885	22.75	48,43,275
2	Nirmal Kumar Bhakat	Non-Promoter	3,22,884	22.75	48,43,260

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

3	Nav Capital VCC – NAV Capital Emerging Star Fund	Non-Promoter	60,000	4.23	9,00,000
4	Gennext Business Solutions Private Limited	Non-Promoter	20,000	1.41	3,00,000
5	Kokcha Advisory Private Limited	Non-Promoter	20,000	1.41	3,00,000
6	Vivek Kumar Singhal	Non-Promoter	16,600	1.17	2,49,000
7	Nautilus Private Capital Limited	Non-Promoter	16,493	1.16	2,47,395
8	RDHL Marketing Private Limited	Non-Promoter	8,350	0.59	1,25,250
9	Indukant Vyapaar Private Limited	Non-Promoter	8,350	0.59	1,25,250
10	Saurav Raidani	Non-Promoter	8,350	0.59	1,25,250
11	Rishab Patni	Non-Promoter	8,340	0.59	1,25,100
12	Darshak Shah	Non-Promoter	8,300	0.58	1,24,500
13	Prem Kumar Sethia	Non-Promoter	7,000	0.49	1,05,000
14	Sanjay Raidani	Non-Promoter	4,170	0.29	62,550
15	Shyam Sundar Somani	Non-Promoter	4,170	0.29	62,550
16	Saurabh Jain	Non-Promoter	3,350	0.24	50,250
17	Chainroop Dugar	Non-Promoter	3,350	0.24	50,250
18	Rashi Jain	Non-Promoter	2,495	0.18	37,425
19	Neha Jain	Non-Promoter	1,500	0.11	22,500
20	Loka Properties Private Limited	Non-Promoter	1,09,000	7.68	16,35,000

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

21	Basudev Builders Private Limited	Non-Promoter	97,000	6.84	14,55,000
22	Aakanshi Agency Private Limited	Non-Promoter	97,000	6.84	14,55,000
23	Somani Estates Private Limited	Non-Promoter	97,000	6.84	14,55,000
24	HP Ispat Private Limited	Non-Promoter	67,500	4.76	10,12,500
25	Megasec Capital Advisors Private Limited	Non-Promoter	25,000	1.76	3,75,000
26	Riaan Vyapaar LLP	Non-Promoter	25,000	1.76	3,75,000
27	Rajesh Shaw ***	Non-Promoter	16,500	1.16	2,47,500
28	Sumit Sengupta	Non-Promoter	16,500	1.16	2,47,500
29	Sunita Sharma	Non-Promoter	9,981	0.70	1,49,715
30	Rajesh Jain	Non-Promoter	6,000	0.42	90,000
31	Avash Jain	Non-Promoter	6,000	0.42	90,000

** Valuation of Allenby Food & Beverages Private Limited is Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) of 14,19,068 equity shares of Face value of Rs. 10 Each. Each Share valued at Rs. 1020/- (Rupees One Thousand and Twenty Only). Under swap of Shares, each share of the Company of Rs. 68/- (Rupees Sixty Eight Only) at the Ratio of 15:1, i.e. Fifteen Equity Shares of Nagarjuna Agri-Tech Limited for One Equity Share of Allenby Food & Beverages Private Limited.

*** Currently, Mr. Rajesh Shaw is a Non-Promoter. Post Allotment of Swap Shares, he shall be categorised as Promoter due to his relationship with the current Promoter of the Company.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

RESOLVED FURTHER THAT the members be and hereby approve and take on record the valuation reports of Mr. Anurag Singal - IBBI Registered Valuer having Registration No. IBBI/RV/06/2022/14679 dated November 21, 2025 and Mr. Asutosh Debata – IBBI Registered Valuer having Registered No. IBBI/RV/05/2019/10544 dated November 21, 2025 and the suggested swap ratio connected with valuation of Nagarjuna Agri-Tech Limited (CIN L01119TG1987PLC007981) and Allenby Food & Beverages Private Limited (CIN U15500WB2012PTC183126) ‘Target company’ as a going concern.

RESOLVED FURTHER THAT the members be and are hereby accorded their consent to issue 2,12,86,020 (Two Crores Twelve Lakhs Eighty Six Thousand and Twenty Only) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) per Equity Share to the shareholders of Allenby Food & Beverages Private Limited (CIN U15500WB2012PTC183126) ‘Target company’ by way of swap of shares shall be subject to and in accordance with applicable laws, at such price determined and as per Chapter V of Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other provisions of the Companies Act, 2013 and rules framed thereunder at the prevailing time.

RESOLVED FURTHER THAT the members be and are hereby take on record that the promoters of Nagarjuna Agri-Tech Limited and that of Allenby Food & Beverages Private Limited are same.

RESOLVED FURTHER THAT the issue of 2,12,86,020 (Two Crores Twelve Lakhs Eighty Six Thousand and Twenty Only) Equity Shares of the Company of face value of Re. 10 (Rupees Ten) per Equity Share to the shareholders of Allenby Food & Beverages Private Limited (CIN U15500WB2012PTC183126) ‘Target company’ shall rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 2,12,86,020 (Two Crores Twelve Lakhs Eighty Six Thousand and Twenty Only) equity shares would 21-11-2025 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 68/- (Rupees Sixty Eight Only).

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Shares 2,12,86,020 (Two Crores Twelve Lakhs Eighty Six Thousand and Twenty Only) Equity Shares of face value of Rs. 10 each (“Equity Shares”), fully paid up, be issued for consideration other than cash (Swap of Shares), at a price of Rs. 68/- (Rupees Sixty Eight Only) per share (including premium of Rs. 58/- (Rupees Fifty Eight Only) as recomputed under the said Regulation to the person belongs to promoters and non-promoter group.

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

RESOLVED FURTHER THAT subject to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the terms and conditions of the issue of the above-mentioned equity shares by way of swap of shares and to vary, modify or alter the terms and conditions including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) the preferential allotment consideration by way of swap of shares and on-going concern basis;
- b) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for consideration other than cash (swap of equity shares);
- c) The Equity Shares shall be allotted in one or more tranches, on reconciliation of accounts of target company and within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottees (i.e. the share holders of target company) in de-materialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottees and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- g) The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be."

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 (to the extent applicable) together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares by way of swap of shares, as the case may be.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable including without limitation to vary, modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorised for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorise all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental ,SEBI, Stock Exchanges (BSE), MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement, appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies.”

3. APPROVAL FOR RELATED PARTY TRANSACTIONS.

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

“**RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, subject to applicable provisions of Regulation 2(1)(zb) and Regulation 23(4) of SEBI (LODR), Regulations, 2015 and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

arrangement(s)/ transaction(s) with Allenby Food & Beverages Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for purchase of its entire businesses as a going concern by purchase of its entire issued capital consisting of 14,19,068 (Fourteen Lakhs Nineteen Thousand and Sixty Eight only) equity shares of face value of Rs. 10 each from their respective shareholders by issue of shares (on swap of Shares basis), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) by and between the Company and the Promoter Group of the company on the terms as agreed between Board of Directors and based on the valuation report of Allenby Food & Beverages Private Limited, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and as per provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. CHANGE IN DESIGNATION OF MR. SUMIT SENGUPTA (DIN: 09184493) AS WHOLE TIME 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 RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 198 , 203 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 for the change in designation of Mr. Sumit Sengupta (DIN: 09184493) from Managing Director (MD) to Whole-Time Director (WTD) of the Company for a period of 3 years commencing from the date of i.e 22nd December, 2025, without any change in the remuneration of Mr. Sumit Sengupta, i.e. Rs. 48 Lakh Per Annum 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.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

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 Whole-time 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.”

5. TO APPOINT MS. RACHNA SUMAN SHAW (DIN: 10414115) AS THE MANAGING DIRECTOR OF THE COMPANY AND APPROVE THE REMUNERATION PAYABLE TO HER.

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 Sections 149, 152, 196, 197, 198, 203 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 Ms. Rachna Suman Shaw (DIN: 10414115) as Managing Director of the Company for a period of 3 years from the date of Board Meeting i.e. 5th November, 2025, who was earlier appointed as Additional Director of the Company and proposed to be appointed as the Managing Director by the Board, at a remuneration of Rs. 60 Lakhs per annum and on such terms & conditions as may be agreed between the Board of Directors and Ms. Rachna Suman 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 Ms. Rachna Suman Shaw as Managing Director of the Company, the above-mentioned remuneration may be paid to her, 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.”

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

6. TO APPOINT MR. SOMENATH CHATTERJEE (DIN: 08921463) 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. Somenath Chatterjee (DIN: 08921463) 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 w.e.f 22nd December, 2025 and shall not 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.”

7. TO APPROVE THE ACQUISITION OF M/S. RAFFLESIA CONFECTIONARY, A SOLE PROPRIETORSHIP FIRM.

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 186 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and subject to such other approvals, permissions and consents as may be necessary from regulatory authorities including SEBI, stock exchanges, and any other appropriate authority, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof authorised for this purpose), by acquiring 100% of the business and control including the assets, goodwill, contracts, licenses, operational rights but excluding any pre-closing liabilities of M/s Rafflesia Confectionary, a sole proprietorship firm (Selling firm) whereby the Company agrees to acquire 100% of the business of the Selling Firm having its place of business at 419 Pashupati Bhattacharya Road, South 24 Parganas, Kolkata – 700041, West Bengal for a total consideration of Rs. 3,00,00,000/- (Rupees

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Three Crore Only), on such terms and conditions as the Board may deem appropriate and in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the structure of the transaction, method and mode of payment of consideration including cash and/or Bank or any combination thereof, and to approve the draft and final terms and conditions of all transaction documents, including business transfer agreements, valuation reports, due diligence reports and any other documents as may be necessary to give effect to the transaction.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to seek necessary approvals if any requires from SEBI, Stock Exchanges (BSE), RBI or any other statutory authority, and to make necessary filings including intimation and disclosures to the Stock Exchange as per SEBI LODR Regulations.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate powers to any Director or Company Secretary or other officer(s) of the Company to do all such acts, deeds and things and to execute all such agreements, documents, and instruments as may be necessary for the purpose of giving effect to the above resolution.”

8. TO APPROVE THE ACQUISITION OF 60% STAKE IN AARINII GOURMET LLP BY INVESTING IN ITS 60% CONTRIBUTION THROUGH EXECUTION OF NECESSARY DOCUMENTS REGARDING THE PROPOSED TRANSACTION BETWEEN THE COMPANY AND THE LLP.

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 186 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and subject to such other approvals, permissions and consents as may be necessary from regulatory authorities including SEBI, stock exchanges, and any other appropriate authority, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof authorised for this purpose), by acquiring 60% stake in the business and control of Aarini Gourmet LLP, A Limited Liability Partnership Firm. (Selling firm), incorporated on 12th August, 2022 whereby the Company agrees to acquire 60% stake in the business of the Selling Firm having its place of business at Flat No. E-202, Spanish Garden, R.G.B Road, Dispur, Kamrup, Guwahati-781005, Assam, India, for a total consideration of Rs. 3,75,00,000/- (Rupees Three Crore Seventy Five Lakhs Only), on such terms and conditions as the Board may deem appropriate and in the best interest of the Company.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the structure of the transaction, method and mode of payment of consideration including cash and/or Bank or any combination thereof, and to approve the draft and final terms and conditions of all transaction documents, including acquisition agreements, valuation reports, supplementary LLP Agreement or deed, due diligence reports and any other documents as may be necessary to give effect to the transaction.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to seek necessary approvals if any requires from SEBI, Stock Exchanges (BSE), RBI or any other statutory authority, and to make necessary filings including intimation and disclosures to the Stock Exchange as per SEBI LODR Regulations.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate powers to any Director or Company Secretary or other officer(s) of the Company to do all such acts, deeds and things and to execute all such agreements, documents, and instruments as may be necessary for the purpose of giving effect to the above resolution.”

**BY ORDER OF THE BOARD,
FOR NAGARJUNA AGRI-TECH LIMITED**

Sd/-

DEEPIKA BHUTRA

COMPANY SECRETARY AND COMPLIANCE OFFICER

DATE: 21-11 -2025

PLACE: KOLKATA

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

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. Please refer to the Explanatory Statements for resolutions mentioned under item number 1 to 8 of the notice dated 21-11-2025.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
4. The Members can join the EOGM 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 EOGM through VC/OAVM will be made available to at least 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 EOGM without restriction on account of first come first served basis.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

7. The shares of the Company are under compulsory Demat trading. Also, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the securities of listed companies can only be transferred in dematerialized form, except in the case of transmission or transposition of securities. Members holding shares in physical form are advised to convert their shares into dematerialized form.
8. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Since, the EOGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the EOGM venue is also dispensed with.
10. The Notice of the EOGM will be sent to those Members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on **21-11-2025**, and whose e-mail IDs are registered with the Company, their Depository Participants (DP) or CDSL.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the businesses as set out above and details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India in respect of a Director seeking appointment/re-appointment at the Annual General Meeting, is annexed hereto and forms part of the Notice.
12. Company has engaged the services of CDSL. The Board of Directors of the Company has appointed **CS Mohit Vanawat, Proprietor of M/s Mohit Vanawat & Associates, Practicing Company Secretary, FCS No 11834 and CP No 16528 as Scrutinizer for Extra Ordinary General Meeting of the Company.** The detailed instructions for e-voting are given as a separate attachment to this notice. **The e-voting period begins on 19-12-2025 at 9.00 AM and ends on 21-12-2025 at 5.00 PM.**
13. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EOGM through e-voting facility. Body corporates are entitled to appoint

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

authorized representative(s) to attend the EOGM through VC/ OAVM and to cast their votes through remote e-voting / e-voting at the e-EOGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization.

14. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at csmohitvanawat@gmail.com; with a copy marked to Scrutinizer on or before 18-12-2025, up to 5:00 pm without which the vote shall not be treated as valid.
15. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Capital of the Company as on the cut-off date is 15-12-2025.
16. The Scrutinizer shall, after the conclusion of voting at the EOGM, unblock the votes cast through remote e-voting and votes cast at the EOGM, in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorized Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson shall declare the results within forty- eight hours of the conclusion of the meeting.
17. The Scrutinizer's decision on the validity of the votes shall be final and binding.
18. The result along with the Scrutinizer's report shall be placed on the website of the Company www.nagarjunaagritech.com and on CDSL's website (www.evotingindia.com) immediately after the result is declared and shall simultaneously be forwarded to the BSE where the Company's shares are listed.
19. A recorded transcript of the EOGM shall be maintained by the Company and be made available on the website of the Company www.nagarjunaagritech.com in the 'Investor Section', as soon as possible, after the conclusion of the meeting.
20. Resolutions will be deemed to be passed on the EGM date, subject to receipt of the requisite number of votes in favour of the resolutions.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

21. Non-resident Indian shareholders are requested to inform about the following to the Company or NSDL or the concerned DP, as the case may be, immediately of:
 - a) The change in the residential status on return to India for permanent settlement;
 - b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
22. All documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of the EOGM. These documents, along with the extracts from the Register of Directors and Key Managerial Personnel & their shareholding, and the Register of Contracts & Arrangements in which Directors are interested, shall be available for inspection in electronic mode during the meeting to any person having the right to attend the meeting by logging on to “www.evotingindia.com”. Members seeking to inspect such documents can send an email to nagarjunaagritech2025@gmail.com .
23. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) of every participant in the securities market. The shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).
24. 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 i.e. BSE at (www.bseindia.com) respectively.
25. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com
26. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

27. Members who hold shares in physical form are requested to send their e-mail address to the nagarjunaagritech2025@gmail.com and ccare@xlsoftech.com.
28. The Notice of the EOGM dated 21-11-2025 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. M/s. XL Softech Systems Ltd., unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
29. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

1. The remote e-voting period begins on 19-12-2025 at 09:00 A.M. and ends on 21-12-2025 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15-12-2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15-12-2025.
2. Once the vote on a resolution is cast by the Members, the member shall not be allowed to change it subsequently.
3. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. M/s. Mohit Vanawat and Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website nagarjunaagritech2025@gmail.com and on the website of CDSL.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

7. The Members can join the EOGM 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 for 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.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 (CSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the EGM/AGM will be provided by CSDL.
10. 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 i.e. BSE Limited at bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
11. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Pursuant to aforesaid 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
Individual Shareholders holding securities in Demat mode with CDSL	<p>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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting 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, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers</p>

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Individual Shareholders holding securities in demat mode with NSDL	<p>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.</p> <p>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</p> <p>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	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

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

	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.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 22-23058542-43
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 call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS AND MEMBERS HOLDING SHARES IN PHYSICAL MODE ARE EXPLAINED HEREIN BELOW:

- i. The shareholders Should log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” tab.
- iii. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

vi. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">Members who have not updated their PAN with Company/Depository Participants are requested to use the first two letter of their name and the 8 digits of the sequences number in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. 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 (vii).

vii. After entering these details appropriately, click on “SUBMIT” tab.

viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant < Nagarjuna Agri-Tech Limited > on which you choose to vote.

xi. 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.

xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians.
- Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

xix. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. December 15, 2025 may follow the same instructions as mentioned above for e-voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com, under help section or write an mail to helpdesk.evoting@cdslindia.com

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM 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.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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 Futorex, 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.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENTLY ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The existing Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten only) each.

In view of the increased fund requirements and future business expansion plans of the Company, the Board of Directors, at its meeting held on Friday 21st November 2025, approved, subject to the approval of shareholders, the increase in the Authorised Share Capital of the Company from Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respects with the existing equity shares of the Company.

In accordance with the provisions of Sections 13 and 61 of the Companies Act, 2013, such an increase in Authorised Share Capital requires approval of the members of the Company by way of an Ordinary Resolution. Consequently, Clause V of the Memorandum of Association of the Company will also need to be altered to reflect the increased Authorised Share Capital.

The revised Memorandum of Association incorporating the above change will be available for inspection by the members in the manner stated in the Notes to the Notice of the Extraordinary General Meeting.

The Board recommends the passing of the Ordinary Resolution as set out in Item No. 1 of this Notice for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution mentioned in Item No. 1, except to the extent of their shareholding, if any.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

ITEM NUMBER 2: PREFERENTIAL ISSUE OF 2,12,86,020 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF ALLENBY FOOD & BEVERAGES PRIVATE LIMITED (CIN U15500WB2012PTC183126).

The Present paid up capital of the Company consist of 93,69,100 Equity shares of face value of Rs. 10 each aggregating Rs. 9,36,91,000. The Board has appointed Mr. Anurag Singal - IBBI registered valuer having registration No. IBBI/RV/06/2022/14679 and as per his valuation report as on 21-11-2025, the valuation of each share is Rs. 68 of face value of Rs. 10 each.

A. The Board proposes to acquire 14,19,068 Equity shares of Rs. 10 each i.e. 100% equity shares of Allenby Food & Beverages Private Limited (CIN U15500WB2012PTC183126) (herein after referred "Allenby Food & Beverages Private Limited" or alternately as "Target Company").

Allenby Food & Beverages Private Limited Allenby Food & Beverages Limited, a private entity having headquarter in Kolkata and having multiple production units in West Bengal and North East zones specializing in a diverse range of ready to eat products expanding operations nationwide. Allenby offers an extensive snacking and bakery portfolio, which includes huge range of instant noodles. Committed to innovation and excellence Allenby strives to redefine convenience with superior taste, authenticity and affordability.

Allenby Food & Beverages Private Limited is a Closely held Private Limited Company incorporated under the Companies Act, 1956 (CIN: U15500WB2012PTC183126) having its Registered Office at Merlin Acropolis Unit -7/16, 1858/1, Rajdanga Main Road, E.K.T, Kolkata, Kolkata, West Bengal, India, 700107, engaged in the business activity as stated above.

The Board of Directors of the Allenby Food & Beverages Private Limited has appointed Mr. Asutosh Debata - IBBI registered valuer having registration No. IBBI/RV/05/2019/10544 and as per his valuation report as on 21-11-2025 the valuation of each share of face value of Rs. 10 each is of Rs. 1020 each.

As per the valuation report each share of face value of Rs. 10 each of Allenby Food & Beverages Private Limited as on date of valuation comes to Rs. 1020/- (Rupees One Thousand and Twenty Only). Hence for acquiring 14,19,068 Equity shares of Rs. 10 i.e. 100% equity shares of Allenby Food & Beverages Private Limited, the company needs to pay Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only).

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

The Board after due deliberation at their meeting held on 21-11-2025 decided to acquire 14,19,068 Equity shares of Rs. 10 i.e. 100% equity shares of Allenby Food & Beverages Private Limited. The company needs to issue 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) equity shares by way of swap of shares to the ultimate shareholders of Allenby Food & Beverages Private Limited in lieu of the purchase consideration of Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only)

B. This swap of shares need the approval of the Shareholders under the companies Act, 2013 read with rules framed there under and prior approval of the Stock Exchange (BSE) under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance of applicable provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”).

C. In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the subject to necessary approvals, the Company will allot 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) Equity Shares of Re. 10 each to respective shareholders of Allenby Food & Beverages Private Limited through Preferential allotment (swap of shares) proportionately.

The Board of Directors of your Company has passed Board Resolution on 21-11-2025 to issue and allot 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) Equity shares of Rs. 10 each at an issue price of Rs.68/- each (at a premium of Rs. 58 per share) amounting to Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) on preferential basis to the shareholders of Allenby Food & Beverages Private Limited in proportion to their shareholding for consideration other than cash i.e., swap of Equity shares by allotment of above said equity shares through preferential basis to augment future prospects of the Company.

The company is in receipt of letters from the proposed allottees undertaking to contribute to their respective shares after appropriate procedural aspects are completed.

Objects of the Acquisition:

The company decided to takeover 100% shareholding in Allenby Food & Beverages Private Limited whose business activities are strategically suitable in accordance with Company’s business plan.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

COMPLAINTS AS PER SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018:

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the equity shares allotted by way of preferential issue (including the shares issued by way of conversion of loan, if any) shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form;
- d. the Company further confirms that even after this allotment the Company is in compliance with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE);
- e. the Company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
- f. the Company has obtained a declaration from the proposed allottees that he/she has not sold any shares during the 90 trading days proceeding the relevant date and also not wilful defaulters or there is no prohibition to subscribe the shares.

The Board of Directors of the Company in their meeting held on 21-11-2025, approved raising of funds aggregating upto Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) by way of issuance of upto 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 68/- per Equity Share by way of swap of shares to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement /on a preferential basis by way of swap of shares.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) by way of issue and allotment of 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 68/- per Equity Share for consideration other than cash by way of swap of shares, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

(i) Capital of the Company:

*The Authorized capital of the Company consists of 30,00,000 equity shares of face value of Rs.10 each aggregating to Rs. 3,00,00,000.

At present the paid-up capital of the company consist of 93,69,100 equity shares of face value of Rs. 10 each aggregating to Rs. 9,36,91,000.

** The Authorized capital of the Company is presently not-adequate to absorb the proposed issue, we will increase the authorized capital to meet the enhance capital through preferential issue by way of swap of shares.*

The Present issue consists of 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) equity shares of Rs. 10 each. Post allotment of this preferential issue of 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) equity shares of Rs. 10 each the paid-up capital of the company will be 3,06,55,120 (Three Crores Six Lakhs Fifty Five Thousand One Hundred and Twenty only) equity shares of face value of Rs. 10 each aggregating Rs. 30,65,51,200/- (Thirty Crores

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Sixty Five Lakhs Fifty One Thousand Two Hundred Only). The proposed allottee's consist of 12 Body Corporates, 1 LLP, and 18 Individuals.

(ii) Date of Board Resolution:

November 21, 2025.

(iii) Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 SEBI (ICDR) Regulations, 2018 is 21-11-2025, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

(iv) The Objects of the issue through preferential issue (other than cash):

The company decided to takeover 100% shareholding in Allenby Food & Beverages Private Limited whose business activities are strategically suitable and apprehensive in accordance with Company's business plan.

(v) The total number of securities, kinds of securities and price at which security is being offered:

Issuance of upto 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) Equity shares by way of swap of shares of face value of Rs. 10 (Rupees Ten) each at an issue price of Rs. 68/- (Rupees Sixty Eight Only) per equity share, in one or more tranches, for an aggregate amount of Rs. Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) on preferential basis to promoters and non-promoters of Allenby Food & Beverages Private Limited.

(vi) Basis or justification for the price (including the premium, if any) has been arrived at:

As per Regulation 164 and 166A of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named Mr. Anurag Singal - IBBI Registered valuer having Registration No. IBBI/RV/06/2022/14679 dated 21-11-2025.

Valuation Reports of Allenby Food & Beverages Private Limited:

Registered Independent Valuer – Mr. Asutosh Debata - IBBI registered valuer having registration No. IBBI/RV/05/2019/10544 having office at N-4/232, IRC Village, Behind Reliance Fresh, Bhubaneswar, Odhisa has issued Valuation Report on 21-11-2025.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Based on the Valuations provided by the above said valuer(s), the Board has decided the price of equity shares to be issued at Rs. 68/- each including a premium of Rs. 58/- per equity share of Face Value of Rs. 10 each in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Specified securities may be issued on a preferential basis for consideration other than cash & the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:

The Company is issuing Equity shares (Specified securities) to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Considering the valuation report(s) and mutual consultation with the promoter(s) of the Company and investors, the Board of directors of the Company has approved and passed the resolution for issue of 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) Equity shares valued at Rs. 68/- (Rupees Sixty Eight Only) each for issue of one equity shares of face value of Rs. 10 each of the company for consideration other than cash i.e., by way of swap of shares.

(vii) Pricing:

The issue price of Rs. 68/- Per share of face value of Rs. 10 each and is in accordance with regulation 164/166A read with Regulation 163(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is 21-11-2025.**

The Valuation is Rs. 68/- per equity share as per regulation 164/166A read with Regulation 163(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Presently the shares of the company fall into the frequently traded category.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.: Applicable

Regulation 166A (1): Other conditions for pricing: Applicable

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

Considering the aforesaid requirements under Regulation 164 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 164 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 68/- per equity shares of a face value of Rs. 10 each.

The Company has taken valuation certificate for below mentioned proposed allottee as per regulation 166A of SEBI (ICDR) Regulation, 2018 as there is allotment of more than five percent of the post issue fully diluted share capital of the issuer to them:

Sr. No.	Name of Proposed Allottee	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner	Category	Pre-Issue holding	Pre-Issue %	No of equity shares proposed to be allotted by way of swap to the shareholders of Allenby Food & Beverages Private Limited	Post issue holding	Post issue %
1	Nirmal Kumar Bhakat	BJAPB8110Q	Non-Promoter	0	0	48,43,260	48,43,260	15.80 %

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

2	Loka Properties Private Limited	AAACL9339G	Non-Promoter	0	0	16,35,000	16,35,000	5.33%
---	---------------------------------	------------	--------------	---	---	-----------	-----------	-------

(viii) DETAILS OF SWAP OF SHARES:

SWAP OF EQUITY SHARES OF ALLENBY FOOD & BEVERAGES PRIVATE LIMITED: -

The Board after due deliberation at their meeting held on 21-11-2025 decided to acquire 14,19,068 Equity shares of Rs. 10 i.e., 100% equity shares Allenby Food & Beverages Private Limited. The company needs to issue 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) equity shares by way of swap of shares and to the ultimate shareholders of Allenby Food & Beverages Private Limited in lieu of the purchase consideration of Rs. 144,74,49,360 /- (Rupees One Hundred and Forty Four Crores and Seventy Four Lakhs Forty Nine Thousand and Three Hundred and Sixty only) and the details are as under:

Sr. No.	Name of Proposed Allottee(s) belongs to Allenby Food & Beverages Private Limited (A)	Category (B)	No. of Shares in Allenby Food & Beverages Private Limited (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 68/- per shares (Share exchange ratio 15:1) = C*15
1	Rachna Suman Shaw	Promoter	3,22,885	22.75	48,43,275
2	Nirmal Kumar Bhakat	Non-Promoter	3,22,884	22.75	48,43,260
3	Nav Capital VCC – NAV Capital Emerging Star Fund	Non-Promoter	60,000	4.23	9,00,000
4	Gennext Business Solutions Private Limited	Non-Promoter	20,000	1.41	3,00,000

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

5	Kokcha Advisory Private Limited	Non-Promoter	20,000	1.41	3,00,000
6	Vivek Kumar Singhal	Non-Promoter	16,600	1.17	2,49,000
7	Nautilus Private Capital Limited	Non-Promoter	16,493	1.16	2,47,395
8	RDHL Marketing Private Limited	Non-Promoter	8,350	0.59	1,25,250
9	Indukant Vyapaar Private Limited	Non-Promoter	8,350	0.59	1,25,250
10	Saurav Raidani	Non-Promoter	8,350	0.59	1,25,250
11	Rishab Patni	Non-Promoter	8,340	0.59	1,25,100
12	Darshak Shah	Non-Promoter	8,300	0.58	1,24,500
13	Prem Kumar Sethia	Non-Promoter	7,000	0.49	1,05,000
14	Sanjay Raidani	Non-Promoter	4,170	0.29	62,550
15	Shyam Sundar Somani	Non-Promoter	4,170	0.29	62,550
16	Saurabh Jain	Non-Promoter	3,350	0.24	50,250
17	Chainroop Dugar	Non-Promoter	3,350	0.24	50,250
18	Rashi Jain	Non-Promoter	2,495	0.18	37,425
19	Neha Jain	Non-Promoter	1,500	0.11	22,500
20	Loka Properties Private Limited	Non-Promoter	1,09,000	7.68	16,35,000
21	Basudev Builders Private Limited	Non-Promoter	97,000	6.84	14,55,000
22	Aakanshi Agency Private Limited	Non-Promoter	97,000	6.84	14,55,000

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

23	Somani Estates Private Limited	Non-Promoter	97,000	6.84	14,55,000
24	HP Ispat Private Limited	Non-Promoter	67,500	4.76	10,12,500
25	Megasec Capital Advisors Private Limited	Non-Promoter	25,000	1.76	3,75,000
26	Riaan Vyapaar LLP	Non-Promoter	25,000	1.76	3,75,000
27	Rajesh Shaw ***	Non-Promoter	16,500	1.16	2,47,500
28	Sumit Sengupta	Non-Promoter	16,500	1.16	2,47,500
29	Sunita Sharma	Non-Promoter	9,981	0.70	1,49,715
30	Rajesh Jain	Non-Promoter	6,000	0.42	90,000
31	Avash Jain	Non-Promoter	6,000	0.42	90,000

*** Currently, Mr. Rajesh Shaw is a Non-Promoter. Post Allotment of Swap Shares, he shall be categorised as Promoter due to his relationship with the current Promoter of the Company.

(ix) Maximum number of securities (Specified Securities) to be issued:

The maximum number of securities to be issued by the Company is 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only).

The resolution set out in the accompanying notice authorizes the Board to issue to the allottees up to 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty only) Equity shares of face value of Rs. 10 each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of the Regulations.

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The proposed allottees are also not a willful defaulter/ fraudulent borrower. None of the allottees are prohibited to participate in this issue or willful defaulter.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

(x) Intent of the promoters, directors or key managerial personnel or Senior management of the Company to subscribe to the offer:

Part of the preferential issue of shares is being made to the Specified Allottees who belongs to the Promoters/ Promoters group/ KMP/Senior Management of the Company. Even after this preferential issue there will be no change in the management of the company.

(xi) Proposed Allottee's:

The name, Address, Category and PAN no of the proposed allottees are under:

Sr. No.	Name	Category	PAN	Address
1	Rachna Suman Shaw	Promoter	CQHPS4524E	Indralok Aptment, 7th Floor, Flat 701, 187 NSC Bose Road, Regent Park, Kolkata - 700040, West Bengal
2	Nirmal Kumar Bhakat	Non-Promoter	BJAPB8110Q	Masjid Road, Near Gramin Bank, Bolpur M, Birbhum, West Bengal – 731204
3	Nav Capital VCC – NAV Capital Emerging Star Fund	Non-Promoter	AAICN2612C	8, Temasek Boulevard, #34-03 Suntec Tower Three, Singapore – 038988
4	Gennext Business Solutions Private Limited	Non-Promoter	AACCG4334J	Room No-502, 5th Floor, M K Point, 27 Bentinck Street, Kolkata - 700001, Aest Bengal
5	Kokcha Advisory Private Limited	Non-Promoter	AAGCM3154J	B-16/7, Karunamoyee Housing Estate, Salt Lake City, Sector-II, Kolkata, Salt Lake – 700091
6	Vivek Kumar Singhal	Non-Promoter	AKMPS1996F	H No-653/3 Singhal House, Talab Marg Choubey Colony, Near Vivekanand School, Raipur - 492001, Chhattisgarh

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

7	Nautilus Private Capital Limited	Non-Promoter	AAJCT7466M	11th Floor, Bramer House, Hotel Avenue, Ebene Cybercity, Mauritius
8	RDHL Marketing Private Limited	Non-Promoter	AADCG0720D	A 304, Deluxe Center, 3rd Floor, 157 C, Lenin Sarani, Kolkata - 700013
9	Indukant Vyapaar Private Limited	Non-Promoter	AAACI5596G	A-304, 3rd 157/C, Lenin Sarani, Deluxe Centre, Kolkata – 700013
10	Saurav Raidani	Non-Promoter	AJFPR9348N	Opp Of Block Office, Sitarganj Road, Naho Liya Udham Singh, Sagar Khatima, Uttarakhand, Nainital – 262308
11	Rishab Patni	Non-Promoter	AINPP7622E	C-78, Sarojini Marg, Statue Circle, C- Scheme, Jaipur – 302001
12	Darshak Shah	Non-Promoter	BCRPS1072C	B1, Tirath Apartments, Lallu Bhai Park Road, Near Blind School, Andheri Railway Station, Andheri West, Mumbai – 400058
13	Prem Kumar Sethia	Non-Promoter	ALGPS0062F	Flat E303, Green Vista Housing Complex, Rajarhat Main Road, Atghara Petrol Pump, Chinar Park, Rajarhat, North 24 Parganas, West Bengal – 700136
14	Sanjay Raidani	Non-Promoter	AAKPR1525R	C/O Virendra Singh Raidani Budhenath, Mirzapur, Uttar Pradesh – 231001
15	Shyam Sundar Somani	Non-Promoter	AROPS8739D	Alcove Gloria, Flat 10E Bl-1, 403/1, Dakshindari Road, Golaghata, VIP Road, Beside Golaghata Bigbazar, Sreebhumi, North 24 Parganas – 700048
16	Saurabh Jain	Non-Promoter	AFCPJ5870N	A 25-26, Shyam Nagar, Behind Manu Hospital, Jaipur – 302019
17	Chainroop Dugar	Non-Promoter	AGVPD6385Q	A-902, Shri Aditya CHS, Samarth Ramdas Marg, Off Gulmohar Road, Opp. Juhu Supreme, Centre Vile Parle, East Mumbai- 400056

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

18	Rashi Jain	Non-Promoter	AMZPJ0296N	D/o. Kirti Jain, 11, Old panchsheel Nagar, near Chhattisgarh Club, Raipur - 492001, Chhattisgarh
19	Neha Jain	Non-Promoter	AMDPJ2938B	C/o Dhiraj Sethia, Green Vista Housing Complex, Fl No. - 3, BL - E, Atghara, Rajarhat, Gopalpur(M), North 24 Parganas, West Bengal - 700136
20	Loka Properties Private Limited	Non-Promoter	AAACL9339G	1, Ramesh Mitra Road, Third Floor, Kolkata, West Bengal, India - 700025
21	Basudev Builders Private Limited	Non-Promoter	AACCB5875F	Bikaner Building, 8/1, Lal Bazar Street, 1st Floor, Room No. 10, Kolkata, West Bengal, India - 700001
22	Aakanshi Agency Private Limited	Non-Promoter	AAFCA9451M	1, Ramesh Mitra Road, Third Floor, Kolkata, West Bengal, India - 700025
23	Somani Estates Private Limited	Non-Promoter	AAGCS3720A	1, Ramesh Mitra Road, Third Floor, Kolkata, West Bengal, India - 700025
24	HP Ispat Private Limited	Non-Promoter	AABCH6183K	1, R. N. Mukherjee Road, 2nd Floor, Room No. 210, Kolkata, 700001
25	Megasec Capital Advisors Private Limited	Non-Promoter	AAICM4264D	White Tower, 4th Floor, Unit - F&G, 115, College Street, Kolkata - 700012, West Bengal
26	Riaan Vyapaar LLP	Non-Promoter	ABFFR2657C	White Tower, Unit 4F and 4G, 115, College Street, Bowbazar, Kolkata - 700012, West Bengal
27	Rajesh Shaw ***	Non-Promoter	ARDPS1197G	Flat No. 5D, 115A/1, N.S.C. Bose Road, Surya Residency, opp Shanti Nagar Playing Field, Regent Park. Kolkata - 700040
28	Sumit Sengupta	Non-Promoter	AWCPS3572M	MIG-Q-9, Niva Park Phase-II, Brahmapur S.O., Kolkata - 700096, West Bengal
29	Sunita Sharma	Non-Promoter	BVVPS7692P	B-3, Cement Park, Durgapur, Durgapur (m corp.), Barddhaman, City Centre, West Bengal - 713216

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata - 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana - 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

30	Rajesh Jain	Non-Promoter	ACUPJ4349M	501, Rabindra Sarani, Hatkhola, Kolkata – 700005
31	Avash Jain	Non-Promoter	AESPJ1561M	45B, Flat No. 4, 3rd Floor, Shivalok Apartment, Ultadanga Road, Kolkata, Shyambazar Mail, Kolkata - 700004, West Bengal

*** Currently, Mr. Rajesh Shaw is a Non-Promoter. Post Allotment of Swap Shares, he shall be categorised as Promoter due to his relationship with the current Promoter of the Company.

(xii) Pre-Holdings of proposed allottee's:

As on date the following allottee's have pre-holdings:

Sr. No.	Name	No of shares	%	Pre-holding Lock In release date
1	Rachna Suman Shaw *	59,13,100	63.11%	30-06-2026

* Rachna Suman Shaw holds a total of 59,13,100 shares, out of which 26,00,000 shares are pledged and hence the remaining 33,13,100 shares which are free from any pledge are being locked in.

No other proposed allottees are holding any pre-preferential holding in the company.

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xiii) Shareholding pattern of the Company before and after the Preferential Issue:

The pre-shareholding of Promoter is 59,13,100 (63.11%) and Non-Promoter (public) is 34,56,000 (36.89%) of equity shares of face value of Rs. 10 each respectively and post the subscription of shares, the post

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

shareholdings will be consisting of Promoter which will be 1,10,03,875 (35.90%) and Non-Promoter which will be 1,96,51,245 (64.10%) of equity shares of face value of Rs. 10 each, respectively.

Sr. No.	Category	Pre-holding Share Holdings		Post-holding Share Holdings	
		Number	%	Number	%
(A)	PROMOTERS -				
1.1	(a) Individuals	59,13,100	63.11%	1,10,03,875	35.90%
1.2	(b) Body Corporate	-	-	-	-
	Total (A)	59,13,100	63.11%	1,10,03,875	35.90%
(B)	PUBLIC				
2.1	Individuals	31,39,947	33.52%	95,74,797	31.23%
2.2	HUF	38,852	0.41%	38,852	0.13%
2.3	Body Corporates	2,20,810	2.36%	96,06,205	31.34%
2.5	Trust	6,891	0.07%	6,891	0.02%
2.6	Other	49,500	0.53%	4,24,500	1.38%
	Total (B)	34,56,000	36.89%	1,96,51,245	64.10%
	Grand Total (A+B) = C	93,69,100	100.00%	3,06,55,120	100.00%

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

(xiv) Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xv) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:

Sr. No.	Name of the Allottees	Ultimate Beneficial Owners	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner
1	Nav Capital VCC – NAV Capital Emerging Star Fund	Veerendra Kedarnath Chandalada	ADCPC4142Q
2	Gennext Business Solutions Private Limited	Rakesh Rosan Dalmia	ADSPD0112B
3	Kokcha Advisory Private Limited	Amal Kumar Verma	ACXPV4979Q
4	Nautilus Private Capital Limited	Veeraj Toofany	1532446
5	RDHL Marketing Private Limited	Satya Narayan Gupta	ADRPG9361N
6	Indukant Vyapaar Private Limited	Mrityunjay Gupta Maya Gupta	ADRPG9364K ADPPG6009F
7	Loka Properties Private Limited	Vinod Dugar	ADQPD7934H
8	Basudev Builders Private Limited	Vinod Dugar	ADQPD7934H
9	Aakanshi Agency Private Limited	Vinod Dugar	ADQPD7934H
10	Somani Estates Private Limited	Vinod Dugar	ADQPD7934H
11	HP Ispat Private Limited	Mahesh Kumar Kandoi	AFAPK8803Q

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

12	Megasec Capital Advisors Private Limited	Niraj Chaudhary Amit Daruka	AHRPC1112F AFHPD1082P
13	Riaan Vyapaar LLP	Niraj Chaudhary Amit Daruka	AHRPC1112F AFHPD1082P

***Other individual shareholders' beneficiary owner will be the subscribers itself.**

(xvi) The percentage of the post-preferential issue that may be held by the Proposed Allottees and change in control, if any, in the Company consequent to the Preferential issue:

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	% of Pre-Issue holding	No of equity shares proposed to be allotted by way of swap to the shareholders of Allenby Food & Beverages Private Limited	Post issue holding	% of Post issue holding	Change in holding (%)
1	Rachna Suman Shaw	Promoter	59,13,100	63.11%	48,43,275	1,07,56,375	35.09%	(28.02%)
2	Nirmal Kumar Bhakat	Non-Promoter	0	0	48,43,260	48,43,260	15.80%	15.80%
3	Nav Capital VCC – NAV Capital Emerging Star Fund	Non-Promoter	0	0	9,00,000	9,00,000	2.94%	2.94%
4	Gennext Business Solutions Private Limited	Non-Promoter	0	0	3,00,000	3,00,000	0.98%	0.98%

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

5	Kokcha Advisory Private Limited	Non-Promoter	0	0	3,00,000	3,00,000	0.98%	0.98%
6	Vivek Kumar Singhal	Non-Promoter	0	0	2,49,000	2,49,000	0.81%	0.81%
7	Nautilus Private Capital Limited	Non-Promoter	0	0	2,47,395	2,47,395	0.81%	0.81%
8	RDHL Marketing Private Limited	Non-Promoter	0	0	1,25,250	1,25,250	0.41%	0.41%
9	Indukant Vyapaar Private Limited	Non-Promoter	0	0	1,25,250	1,25,250	0.41%	0.41%
10	Saurav Raidani	Non-Promoter	0	0	1,25,250	1,25,250	0.41%	0.41%
11	Rishab Patni	Non-Promoter	0	0	1,25,100	1,25,100	0.41%	0.41%
12	Darshak Shah	Non-Promoter	0	0	1,24,500	1,24,500	0.41%	0.41%
13	Prem Kumar Sethia	Non-Promoter	0	0	1,05,000	1,05,000	0.34%	0.34%
14	Sanjay Raidani	Non-Promoter	0	0	62,550	62,550	0.20%	0.20%
15	Shyam Sundar Somani	Non-Promoter	0	0	62,550	62,550	0.20%	0.20%
16	Saurabh Jain	Non-Promoter	0	0	50,250	50,250	0.16%	0.16%
17	Chainroop Dugar	Non-Promoter	0	0	50,250	50,250	0.16%	0.16%

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

18	Rashi Jain	Non-Promoter	0	0	37,425	37,425	0.12%	0.12%
19	Neha Jain	Non-Promoter	0	0	22,500	22,500	0.07%	0.07%
20	Loka Properties Private Limited	Non-Promoter	0	0	16,35,000	16,35,000	5.33%	5.33%
21	Basudev Builders Private Limited	Non-Promoter	0	0	14,55,000	14,55,000	4.75%	4.75%
22	Aakanshi Agency Private Limited	Non-Promoter	0	0	14,55,000	14,55,000	4.75%	4.75%
23	Somani Estates Private Limited	Non-Promoter	0	0	14,55,000	14,55,000	4.75%	4.75%
24	HP Ispat Private Limited	Non-Promoter	0	0	10,12,500	10,12,500	3.30%	3.30%
25	Megasec Capital Advisors Private Limited	Non-Promoter	0	0	3,75,000	3,75,000	1.22%	1.22%
26	Riaan Vyapaar LLP	Non-Promoter	0	0	3,75,000	3,75,000	1.22%	1.22%
27	Rajesh Shaw ***	Non-Promoter	0	0	2,47,500	2,47,500	0.81%	0.81%
28	Sumit Sengupta	Non-Promoter	0	0	2,47,500	2,47,500	0.81%	0.81%
29	Sunita Sharma	Non-Promoter	0	0	1,49,715	1,49,715	0.49%	0.49%

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

30	Rajesh Jain	Non-Promoter	0	0	90,000	90,000	0.29%	0.29%
31	Avash Jain	Non-Promoter	0	0	90,000	90,000	0.29%	0.29%

*** Currently, Mr. Rajesh Shaw is a Non-Promoter. Post Allotment of Swap Shares, he shall be categorised as Promoter due to his relationship with the current Promoter of the Company.

(xvii) Undertaking:

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per the SEBI (ICDR) Regulations, 2018. It would re-compute the price of the equity shares specified above, in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xviii) Change in Control:

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer.

The existing promoter shareholding is consisting of 59,13,100 equity shares (63.11%) and post allotment will change to 1,10,03,875 equity shares (35.90%).

(xix) Minimum Public Holding Post Preferential Allotment:

The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).

(xx) Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	Pre status of the proposed allottee	Post status of the proposed allottee
1	Rachna Suman Shaw	Promoter	Promoter
2	Nirmal Kumar Bhakat	Non-Promoter	Non-Promoter
3	Nav Capital VCC – NAV Capital Emerging Star Fund	Non-Promoter	Non-Promoter
4	Gennext Business Solutions Private Limited	Non-Promoter	Non-Promoter
5	Kokcha Advisory Private Limited	Non-Promoter	Non-Promoter
6	Vivek Kumar Singhal	Non-Promoter	Non-Promoter
7	Nautilus Private Capital Limited	Non-Promoter	Non-Promoter
8	RDHL Marketing Private Limited	Non-Promoter	Non-Promoter
9	Indukant Vyapaar Private Limited	Non-Promoter	Non-Promoter
10	Saurav Raidani	Non-Promoter	Non-Promoter
11	Rishab Patni	Non-Promoter	Non-Promoter
12	Darshak Shah	Non-Promoter	Non-Promoter
13	Prem Kumar Sethia	Non-Promoter	Non-Promoter
14	Sanjay Raidani	Non-Promoter	Non-Promoter
15	Shyam Sundar Somani	Non-Promoter	Non-Promoter
16	Saurabh Jain	Non-Promoter	Non-Promoter
17	Chainroop Dugar	Non-Promoter	Non-Promoter
18	Rashi Jain	Non-Promoter	Non-Promoter

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

19	Neha Jain	Non-Promoter	Non-Promoter
20	Loka Properties Private Limited	Non-Promoter	Non-Promoter
21	Basudev Builders Private Limited	Non-Promoter	Non-Promoter
22	Aakanshi Agency Private Limited	Non-Promoter	Non-Promoter
23	Somani Estates Private Limited	Non-Promoter	Non-Promoter
24	HP Ispat Private Limited	Non-Promoter	Non-Promoter
25	Megasec Capital Advisors Private Limited	Non-Promoter	Non-Promoter
26	Riaan Vyapaar LLP	Non-Promoter	Non-Promoter
27	Rajesh Shaw ***	Non-Promoter	Promoter
28	Sumit Sengupta	Non-Promoter	Non-Promoter
29	Sunita Sharma	Non-Promoter	Non-Promoter
30	Rajesh Jain	Non-Promoter	Non-Promoter
31	Avash Jain	Non-Promoter	Non-Promoter

*** Currently, Mr. Rajesh Shaw is a Non-Promoter. Post Allotment of Swap Shares, he shall be categorised as Promoter due to his relationship with the current Promoter of the Company.

(xxi) Lock-in period:

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Promoters:

The specified securities, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be.

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Provided that not more than twenty percent of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval.

Provided further that equity shares allotted in excess of the twenty percent shall be locked-in for six months from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

Non-promoters:

The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s).

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xxii) Practicing Company Secretary's Certificate:

A certificate from Mr. Mohit Vanawat - Company Secretaries in Practice dated 21-11-2025 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the Regulation 163(2) of SEBI (ICDR) Regulations, 2018. The certificate can be accessed at www.nagarjunaagritech.com and shall be placed before the Extra-Ordinary General Meeting of the shareholders.

None of the Directors/KMP or their relatives except stated above are concerned or interested in the said resolution except Ms. Rachna Suman Shaw, being a promoter along with her relatives to the extent applicable.

Accordingly, the Board recommends passing of the resolution set out at Item No 2 for approval of the Members at EOGM.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

ITEM NO. 3: APPROVAL FOR RELATED PARTY TRANSACTIONS.

To strategically place your company with a revenue model wherein the promoters have core competency, your Company proposes to enter into transaction(s) with Allenby Food & Beverages Private Limited, which is the group Company of your Company to purchase the entire issued share capital of the Allenby Food & Beverages Private Limited from the existing shareholders who are also the promoter shareholders of the Company. After this acquisition of stake, Allenby Food & Beverages Private Limited become wholly owned subsidiary of the Company.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through Ordinary Resolution, if the aggregate value of transaction(s) amounts to 10% or more of the networth / annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into with Allenby Food & Beverages Private Limited and the shareholders of Allenby Food & Beverages Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the shareholders of Allenby Food & Beverages Private Limited in the financial year 2025-2026. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Allenby Food & Beverages Private Limited are as follows:

Sr. No.	Particulars	Remark
1.	Name of the Related Party	Allenby Food & Beverages Private Limited
2.	Name of Director or KMP	Nirmal Kumar Bhakat, Sumit Sengupta and Rajesh Shaw
3.	Nature of Relationship	Promoters and some of Directors with their relatives of the both companies are common.
4.	The nature, duration of the contract and particulars of the contract or arrangement	Nature of Contract: Acquisition of 100 % stake of Allenby Food & Beverages Private Limited and make it wholly owned subsidiary of the Company Duration of Contract: 12-months

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

		Particulars of the contract or arrangement: 1. After obtaining the necessary approvals the company will allot the shares by way of swap to the shareholders of Allenby Food & Beverages Private Limited.
5.	The material terms of the contract or arrangement including the value, if any;	Swap of shares in exchange of consideration decided based on the valuation of both Companies carried by the IBBI registered valuer.
6.	Expected monetary value of proposed aggregate transaction(s) during financial year 2025-26.	Rs. 3 Crores
7.	any advance paid or received for the contract or arrangement, if any;	NIL
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Based on valuation of both Company, Promoters/ board of Directors have determined value of contract.
9.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

None of the Directors other than Ms. Rachna Suman Shaw (including their relatives) and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions. The Promoters/some director(s) are common in Allenby Food & Beverages Private Limited and Nagarjuna Agri-Tech Limited. They hold 22.75% of voting rights in Allenby Food & Beverages Private Limited and 63.11% in Nagarjuna Agri-Tech Limited. The Promoters/ some director(s) (including their relatives) are interested to the extent of their shareholdings.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

The Board of Directors recommend the Special Resolution for approval by the members.

ITEM NO. 4 CHANGE IN DESIGNATION OF MR. SUMIT SENGUPTA (DIN: 09184493) AS WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors of the Company, at its meeting held on November 05, 2025, approved the proposal to change the designation of Mr. Sumit Sengupta (DIN: 09184493) from Managing Director (MD) to Whole-Time Director (WTD), on the recommendation of Nomination & Remuneration Committee, keeping the same terms and conditions as earlier.

Mr. Sumit Sengupta has been serving as the Managing Director of the Company and has significantly contributed to the Company's growth and strategic direction. In view of the evolving operational requirements of the Company and to facilitate a more streamlined distribution of executive responsibilities, the Board considers it appropriate to change the designation of Mr. Sumit Sengupta from Managing Director to Whole-Time Director.

This change in designation does not impact the scope of his executive responsibilities, and he will continue to perform duties assigned by the Board from time to time. The revised role will enable the Company to enhance its governance structure and strengthen its executive leadership team.

Apart from the change in designation, all other terms and conditions of his appointment, including remuneration approved earlier by the shareholders, shall remain unchanged and continue to be governed by the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors except Mr. Sumit Sengupta, 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 of Directors recommend the Special Resolution for approval by the members.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Sumit Sengupta

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.
---	--------------------	---

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

2	Past remuneration	He was appointed as the Managing Director of the Company at the same remuneration and terms and Conditions.
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.	No Relation with 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 has altered the object and activities of the Company and instead of working in Agriculture Sector, it has moved 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

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

		the Company can be changed.
3	Expected increase in productivity and profits in measurable terms	The management, for the Company's development has altered its object 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 NUMBER 5: TO APPOINT MS. RACHNA SUMAN SHAW (DIN: 10414115) AS THE MANAGING DIRECTOR OF THE COMPANY AND APPROVE THE REMUNERATION PAYABLE TO HER.

The members are hereby informed that Ms. Rachna Suman Shaw was appointed as Additional Director of the Company by the Board in their meeting held on November 05, 2025. She is having a master's degree in Biotechnology from Alwar University and is seeking new business Opportunities in the Fintech industry where she can utilize her scientific knowledge, leadership skills, and entrepreneurial mind-set to drive innovation and growth. She has Established and managed a successful agro food processing start up that developed packaged snacks for the rural market in Eastern India. Also Conducted market research, analysed customer needs, and developed business strategies to achieve Company objectives. Along with this, she had led product development, conducted laboratory experiments, and ensured product quality control. It will be good for the better development and growth of the Company to have Ms. Rachna Suman Shaw in the Board.

The members are further informed that on the recommendation of Nomination & Remuneration Committee, the Board has approved the Appointment of Ms. Rachna Suman Shaw 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 Managing 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
---	----------

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

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 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. Rachna Suman Shaw, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid, will be paid to Ms. Rachna Suman Shaw 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 Ms. Rachna Suman Shaw, despite inadequacy or absence of profits is as under:-

- i. Basic Salary:- Rs. 60 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 Ms. Rachna Suman Shaw and her 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 of Directors recommend the Special Resolution for approval by the members.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Ms. Rachna Suman Shaw –

IV. 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

V. Information about the appointee:

1	Background details	Ms. Rachna Suman Shaw is having a master degree in Biotechnology. She has Established and managed a successful agro food processing start up that developed packaged snacks for the rural market in Eastern India. Also Conducted market research, analysed customer needs, and developed business strategies to achieve Company objectives. Along with this, she had led product development, conducted laboratory experiments, and ensured product quality control.
---	--------------------	---

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

2	Past remuneration	She was appointed as the Managing Director of the Company for a period of 4-5 Months. No remuneration was paid at that time.
3	Recognition or awards	Nil
4	Job profile and his suitability	Ms. Rachna Suman Shaw 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.
5	Remuneration proposed	60 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 Ms. Rachna Suman 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.	Ms. Rachna Suman Shaw is also the promoter of the Company and holding 63.11% Equity Shares in the Company. And She is related to Mr. Rajesh Shaw, the Director of the Company. Mr. Rajesh Shaw is the Brother in Law of Ms. Rachna Suman Shaw.

VI. 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 has altered the object and activities of the Company and instead of working in Agriculture Sector, it has moved 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.

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

3	Expected increase in productivity and profits in measurable terms	The management, for the Company's development has altered its object 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 6: TO APPOINT MR. SOMENATH CHATTERJEE (DIN: 08921463) AS NON – EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The members of the Company are hereby informed that Mr. Somenath Chatterjee (DIN: 08921463) was appointed as the Non- Executive Additional Directors of the Company by the Board of Directors in their meeting held on November 05, 2025 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. Somenath Chatterjee for a period of five years consequent to the resignation of Mr. Altab Uddin Kazi from the Board. The brief profile of Mr. Somenath Chatterjee is attached herewith the Notice.

None of the Directors except Mr. Somenath Chatterjee, 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 of Directors recommend the Special Resolution for approval by the members.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

ITEM NO 7: TO APPROVE THE ACQUISITION OF M/S. RAFFLESIA CONFECTIONARY, A SOLE PROPRIETORSHIP FIRM.

The Board of Directors in their meeting held on November 21, 2025 has approved the acquisition of M/s. Rafflesia Confectionary, a sole proprietorship firm, by acquiring 100% of the business and control including the assets, goodwill, contracts, licenses, operational rights but excluding any pre-closing liabilities of the Rafflesia Confectionary ("Selling Firm") and the execution of a Business Acquisition/Takeover Agreement and other necessary documents regarding the Proposed Transaction between the Company and the Selling Firm, whereby the Company agrees to acquire 100% of the business of the Selling Firm, subject to the approval of the shareholders of the Company, as per the provisions of section 186 of the Companies Act, 2013.

The Company Nagarjuna Agri-Tech Limited decided the amount of consideration on the basis of the Valuation Report by a registered valuer - Mr. Anurag Singal - IBBI Registered Valuer having Registration No. IBBI/RV/06/2022/14679 dated November 21, 2025 for M/s. Rafflesia Confectionary, a sole proprietorship firm. Resultant to that your Company will invest Rs. 3 Crores appx. for acquisition in the Company.

Sr No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.;	Name: Rafflesia Confectionary, a sole proprietorship firm Turnover: 722.03 Lacs Net Profit: 12.45 Lacs
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	No
3	Industry to which the entity being acquired belongs;	Bakery segment
4	Objects and impact of acquisition	The object of company is to acquire Rafflesia

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

	(including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Confectionary whose business is associated with manufacturing of breads such as white bread, pizza bread, sandwich breads, burger breads, buns etc. which will help the Company to widen the products in FMCG industry which will impact and help to create a niche in the retail chain industry in the market. Reason for acquisition of target entity is to expand and diversify the business in the field of Food and Beverages Industry for long driven profitability.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	None
6	Indicative time period for completion of the acquisition;	On or before 31.03.2026.
7	Consideration - whether cash consideration or share swap or any other form and details of the same;	Bank transfer / NEFT transaction
8	Cost of acquisition and/or the price at which the shares are acquired	To invest an amount up to 3 crores appx. in one or more tranches. An initial 10 lacs will be paid as advance consideration.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	100% of the Business and control to be acquired
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Brief Background:</p> <p>M/s. Rafflesia Confectionary, a sole proprietorship concern whose business commenced by Ms. Rumki Mitra and Mr. Tanmay Mitra, her husband appx 8 years ago. It is wholly engaged in manufacturing breads such as white bread, pizza bread, sandwich breads, burger breads, buns etc.</p> <p>Date of Incorporation: August, 2017</p>

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

		Last 3 Years Turnover: FY 2024-25 – 722.03 Lacs FY 2023-24 – 603.24 Lacs FY 2022-23 – 502.23 Lacs Presence and Incorporation: India
--	--	---

None of the Directors 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 of Directors recommend the Special Resolution for approval by the members.

ITEM NO 8: TO APPROVE THE ACQUISITION OF 60% STAKE IN AARINI GOURMET LLP BY INVESTING IN ITS 60% CONTRIBUTION THROUGH EXECUTION OF NECESSARY DOCUMENTS REGARDING THE PROPOSED TRANSACTION BETWEEN THE COMPANY AND THE LLP.

The Board of Directors in their meeting held on November 21, 2025 has approved the acquisition of Aarini Gourmet LLP, a Limited Liability Partnership firm by acquiring 60% of its contribution through execution of necessary documents regarding the Proposed Transaction between the Company and the LLP, subject to the approval of the shareholders of the Company and the execution of a Business Acquisition/Takeover Agreement and other necessary documents regarding the Proposed Transaction between the Company and the Selling Firm, whereby the Company agrees to acquire 60% stake of the LLP, subject to the approval of the shareholders of the Company, as per the provisions of section 186 of the Companies Act, 2013.

Therefore the consent of Shareholders is asked to execute the Investment in Aarini Gourmet LLP.

The Company Nagarjuna Agri-Tech Limited decided the amount of consideration on the basis of the Valuation Report by a registered valuer - Mr. Anurag Singal - IBBI Registered Valuer having Registration No. IBBI/RV/06/2022/14679 dated November 21, 2025 for Aarini Gourmet LLP, a Limited Liability Partnership firm. Resultant to that your Company will invest Rs. 3.75 Crores appx. for acquisition in the Company.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Sr No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.;	Name: Aarini Gourmet LLP Turnover: 331.38 Lacs Net Profit: 7.14 Lacs
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	No
3	Industry to which the entity being acquired belongs;	Bakery Segment
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The object of company is to acquire Aarini Gourmet LLP whose business is involved in bakery and confectionery business and is also known for their artisanal bread, decadent pastries, and custom cakes which will help the Company to widen the variety range in FMCG industry which will help the company to strengthen its foothold in the food retail industry, and drive long-term profitability. to create a niche in the market.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	None
6	Indicative time period for completion of the acquisition;	On or before 31.03.2026

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

7	Consideration - whether cash consideration or share swap or any other form and details of the same;	Bank transfer / NEFT transaction.
8	Cost of acquisition and/or the price at which the shares are acquired	To invest an amount up to 3.75 crores appx. in one or more tranches.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	60% of the stake and control to be acquired
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Brief Background:</p> <p>Aarini Gourmet LLP whose business is involved in bakery and confectionery business and is also known for their artisanal bread, decadent pastries, and custom cakes etc.</p> <p>1. Aarini Gourmet LLP</p> <p>Date of Incorporation: 12.08.2022</p> <p>Last 3 Years Turnover:</p> <p>FY 2024-25 – 331.38 Lacs FY 2023-24 – 283.63 Lacs FY 2022-23 – 10.77 Lacs</p> <p>Presence and Incorporation: India</p>

None of the Directors 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 of Directors recommend the Special Resolution for approval by the members.

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

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	Rachna Suman Shaw	Somenath Chatterjee	Sumit Sengupta
Director Identification Number	10414115	08921463	09184493
Date of Birth	24/10/1983	05/05/1975	05/08/1977
Qualification	Master in Biotechnology	MBA and is currently pursuing a PhD in Finance and Accounts	Engineer
Experience	She has established and managed a successful agro food processing start up that developed packaged snacks for the rural market in Eastern India. Also Conducted market research, analysed customer needs, and developed business strategies to achieve Company objectives. Along with this, she had led product development, conducted laboratory experiments, and ensured product quality control.	He has developed a profound expertise in investment banking, capital raising, and strategic management and has worked closely with various Private Equity and Venture Capital Funds. Presently, he is the CEO and founder of PKS Capital Advisory, which is actively involved in the Investment Banking space. His portfolio includes numerous marquee deals in various industries.	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

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

			powers.
Expertise in specific functional Areas	Having a strong business acumen and ability to develop and execute strategic plans. Ability to present complex ideas to diverse audiences. Has the leadership skills and ability to inspire and motivate cross-functional teams.	With over 25 years of extensive experience in the Banking and Financial Services sector. He has managed large teams with diverse geographical presence.	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 Ms. Rachna Suman Shaw as the Managing Director of the Company.	Appointment of Mr. Somenath Chatterjee as Independent Director who is not liable to retire by rotation.	Re-Appointment of Mr. Sumit Sengupta, as Whole-time Director of the Company.
Details of Remuneration and remuneration last drawn	60 Lakh Per Annum	NIL	48 Lakh Per Annum.

Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal

Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

Details of Directorship/Committee Chairmanship and Membership in other Companies

Name of Director	Type of Company	Directorship held	Committee Membership	Committee Chairpersonship
Rachna Suman Shaw	Listed	2	-	-
	Unlisted	2	-	-
Somenath Chatterjee	Listed	NIL	-	-
	Unlisted	1	-	-
Sumit Sengupta	Listed	NIL	-	-
	Unlisted	5	-	-

**BY ORDER OF THE BOARD,
FOR NAGARJUNA AGRI-TECH LIMITED**

Sd/-

DEEPIKA BHUTRA

COMPANY SECRETARY AND COMPLIANCE OFFICER

DATE: 21-11 -2025

PLACE: KOLKATA

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSIC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**