



Nirman Agri Genetics Limited

3rd floor, Samarth House, Opposite Titan World, Mahatma Nagar, Nashik, India, 422005

Email: cs@nirmanagrigen.com | Web: www.nirmanagrigen.com

CIN No: L01110MH2020PLC344089

Date: 13 Nov 2025

To,
Listing Department,
National Stock Exchange Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051

Reference - Symbol – NIRMAN; ISIN -INE0OK701014

Dear Sir/Ma'am,

Subject: Voting Results and Scrutinizer's Report of the Postal Ballot.

With reference to the captioned subject, we hereby inform you that the approval of the Members of the Company by way of Special resolution was sought by Postal Ballot Process through remote e-voting mode vide notice dated October 6th, 2025. In this regard, please find enclosed the Voting Results and Scrutinizer's Report.

We hereby inform, that the following resolutions have been passed by the Shareholders with requisite majority as mandated under the Companies Act, 2013 and other applicable laws:

Sr. No.	Resolution	Type of resolution
1	Increase in authorised share capital and consequent alteration to capital clause of the memorandum of association	Ordinary Resolution
2	To approve the bonus issue of equity shares	Ordinary Resolution
3	Approval for sub-division/split of equity shares of the company.	Special Resolution
4	Approval for alteration of the capital clause of the memorandum of association of the company subsequent to subdivision or split of equity shares.	Special Resolution

Kindly take the same on record.

Thank you,
Yours Faithfully

For Nirman Agri Genetics Limited

Pranav Kailas Bagal
Managing Director
DIN: 08839908

VISHAKHA AGRAWAL & ASSOCIATES

Practising Company Secretaries

301-G, Goyal Vihar, Gate No. 2,

Khajrana Road, Indore (M.P.) - 452016

E-mail: csvishakhagrawal@gmail.com

Contact No. 9424501155, 8518888114

CONSOLIDATED SCRUTINIZER'S REPORT

(In Lieu of E-Voting at the Postal Ballot)

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014

To,

The Chairman

Nirman Agri Genetics Limited

CIN: L01110MH2020PLC344089

3rd floor, Samarth House, H P T College,

Nashik, Maharashtra – 422005

Sub: Consolidated Scrutinizer's Report on Postal Ballot process (which includes remote e-voting) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

1. I, **Vishakha Agrawal**, Proprietor of **M/s Vishakha Agrawal & Associates**, Practicing Company Secretaries, Indore (Membership No. 39298 / C.P. No. 15088) have been appointed as the Scrutinizer by the Board of **NIRMAN AGRICULTURAL GENETICS LIMITED** in their meeting for scrutinizing the Postal Ballot process (which includes remote e-voting) for passing the following Ordinary / Special resolutions:
 - a. Increase in Authorised Share Capital and consequent alteration to the capital clause of the Memorandum of Association.
 - b. To approve the bonus issue of equity shares.
 - c. Approval for Sub-division/Split of equity shares of the company.
 - d. Approval for alteration of the capital clause of the Memorandum of Association of the company subsequent to Subdivision or Split of equity shares.
2. The Board had authorized **Mr. Pranav Kailas Bagal**, Managing Director responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules for the entire postal ballot process and was severally authorized to do all things and to take all incidental and necessary steps for smooth conduct of the entire postal ballot process;
3. The Company has extended the facility of remote e-voting to the Members, by authorizing **Bigshare Services Private Limited** as the Authorized Agency to provide remote e-voting facility;
4. Our responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in Postal Ballot notice dated October 06, 2025 based on the reports generated from the e-voting system provided by Bigshare Services Private Limited, the Authorized agency engaged to provide e-voting facilities, engaged by the company;
5. The votes cast by the Members through the remote e-voting facility were scrutinized by verifying it using the scrutinizer's login on the e-voting website of Bigshare Services Private Limited after the close of the remote e-voting period i.e. 17:00 hours (IST) on Tuesday, November 11, 2025.

6. Scrutiny of remote e-voting commenced and ends on the same day i.e. Wednesday, November 12, 2025.
7. Particulars of all the remote e-voting received from the members have been entered in the register;
8. All votes casted through remote e-voting facility from 9:00 hours IST on Monday, October 13, 2025 up to 17:00 hours IST on Tuesday, November 11, 2025, the last date and time fixed by the Company for e-voting were considered for our scrutiny;
9. ~~Envelopes containing postal ballot forms received thereafter were not considered. I have not found any defaced or mutilated ballot paper.~~ (no physical postal ballot forms were dispatched to the Members in view of threat posed by COVID 19 pandemic situation)
10. With reference to the above, we submit our report as under:

On October 10, 2025, the Company has completed the procedure of sending notices (through email) to the Members of the Company whose names were appearing on the Register of Members or list of beneficiaries as on the cut-off date i.e. Friday, October 03, 2025, with Postal Ballot notice dated October 06, 2025 containing the text of the Resolutions along with the Explanatory Statements. The Notice was sent electronically to these **3986** Members through email, whose email address has been registered with the Company.

Out of total **3986** members, **23 members** having **216944 equity shares** cast their votes by remote e-voting and NIL members by Postal Ballot Forms.

The result of Postal Ballot through remote e-voting is as under in respect of resolution:

Resolution No. 1 (Ordinary Resolution): INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of ₹ 10/- (Rupees One only) each by creation of additional 75,00,00,000/- (Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of ₹ 10/- (Rupees One only) each equity shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“The authorized share capital of the Company is Rs. 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) Equity shares of Rs. 10/- (Ten) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of

the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	3551344	2896	0.0815	2896	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	3551344	2896	0.0815	2896	0	100.00	0.00
Public – Non Institutions	E-VOTING	4458332	214048	4.8011	214048	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		214048	4.8011	214048	0	100.00	0.00
Public-Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
TOTAL		8009676	216944	2.7085	216944	0	100.00	0.00
Whether ordinary resolution passed or not							Yes	

In view of the above scrutiny, we hereby certify that the above Ordinary Resolution has been passed with requisite majority on November 11, 2025. And that 23 members have casted their vote in favor of the resolution and No members have casted their vote against the resolution.

Resolution No. 2 (Ordinary Resolution): TO APPROVE THE BONUS ISSUE OF EQUITY SHARES.

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalization of a sum not exceeding ₹ 80,09,67,600/- (Rupees Eighty Crore Nine Lakhs Sixty Seven Thousand Six Hundred Rupees) out of securities premium received in cash and / or general reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of issue and

allotment of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 10:1 i.e., 10 (Ten) new fully paid up equity share of ₹ 10/- (Rupees Ten only) each for every 1(One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member

RESOLVED FURTHER THAT the Bonus shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income or distribution in lieu of dividend;

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the bonus equity shares and members who hold the equity shares in dematerialized form as on the record date, the bonus shares shall be credited to the respective beneficiary accounts of the members with their respective depository participants;

RESOLVED FURTHER THAT the Equity Shares of Rs. 10/- each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the record date as may be fixed in this regard by the Board;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Foreign Nationals, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT no members shall entitle to a fraction of an equity share, if any as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer and all fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced;

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares as resolved hereinbefore, the issuance of equity shares or securities representing the same, any of the Directors of the Company or other designated officers of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	3551344	2896	0.0815	2896	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00

	(if applicable)							
	TOTAL	3551344	2896	0.0815	2896	0	100.00	0.00
Public – Non Institutions	E-VOTING	4458332	214048	4.8011	214048	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		214048	4.8011	214048	0	100.00	0.00
Public-Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
TOTAL		8009676	216944	2.7085	216944	0	100.00	0.00
Whether ordinary resolution passed or not							Yes	

In view of the above scrutiny, we hereby certify that the above Ordinary Resolution has been passed with requisite majority on November 11, 2025. And that 23 members have casted their vote in favor of the resolution and No members have casted their vote against the resolution.

Resolution No. 3 (Special Resolution): APPROVAL FOR SUB-DIVISION / SPLIT OF EQUITY SHARES OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded for sub-dividing / splitting the equity shares of the Company, such that each fully paid-up equity share having face value of Rs. 10/- (Rupees Ten Only) each be sub-divided into 10 (Ten) fully paid-up Equity Shares having face value of Rs.1/- (Rupee One Only) each ranking pari - passu with each other in all respects, with effect from the record date to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division (stock split) of the equity shares of the Company, issued, subscribed and paid up equity share of the Company having face value Rs. 10/- (Rupees Ten only) each fully paid up existing on the Record Date to be fixed by the Company shall stand sub divided (stock split) into 10/- (Ten) equity shares of face value Rs. 1/- (Rupees One only) each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari passu in all respects with the existing equity shares with effect from the Record Date.

RESOLVED FURTHER THAT upon sub-division of Equity Shares the members holding the equity shares in dematerialized form, the sub-divided equity shares of Face Value of Rs. 1/- (Rupee One only)

each shall be credited to the respective beneficiary account of the members with their respective depository participants.

RESOLVED FURTHER THAT the Board of Director of the Company and Company Secretary of the Company be and is hereby severally authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution.”

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	3551344	2896	0.0815	2896	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	3551344	2896	0.0815	2896	0	100.00	0.00
Public – Non Institutions	E-VOTING	4458332	214048	4.8011	214048	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		214048	4.8011	214048	0	100.00	0.00
Public-Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
TOTAL		8009676	216944	2.7085	216944	0	100.00	0.00
Whether ordinary resolution passed or not							Yes	

In view of the above scrutiny, we hereby certify that the above Special Resolution has been passed with requisite majority on November 11, 2025. And that 23 members have casted their vote in favor of the resolution and No members have casted their vote against the resolution.

Resolution No. 4 (Special Resolution): APPROVAL FOR ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY SUBSEQUENT TO SUBDIVISION OR SPLIT OF EQUITY SHARES.

“**RESOLVED THAT** pursuant to Section 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) (‘the Act’) 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 may be required and on the

recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded to alter, modify and/or substitute the existing Clause V of the Memorandum of Association of the Company to the extent applicable in the following manner:

V. “The Authorized Share Capital of the Company is Rs. 90,00,00,000 /- (Rupees Ninety Crores) divided into 90,00,00,000 (Ninety Crores Only) Fully paid up shares of Rs. 1/- (Rupees One Only) each.”

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid change and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	3551344	2896	0.0815	2896	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	3551344	2896	0.0815	2896	0	100.00	0.00
Public – Non Institutions	E-VOTING	4458332	214048	4.8011	214048	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		214048	4.8011	214048	0	100.00	0.00
Public-Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
TOTAL		8009676	216944	2.7085	216944	0	100.00	0.00
Whether ordinary resolution passed or not							Yes	

In view of the above scrutiny, we hereby certify that the above Special Resolution has been passed with requisite majority on November 11, 2025. And that 23 members have casted their vote in favor of the resolution and No members have casted their vote against the resolution.

11. However, SEBI has issued an Interim Order-cum-Show Cause Notice in respect of the Company (or its Promoters / Management) dated 14th October 2025, which inter alia prohibits the Company from carrying out any corporate actions such as bonus issue, share split, change of name or similar corporate restructuring until further orders of SEBI. Hence, this resolutions has been put on hold for the time being in force.
12. We have today handed over all the relevant papers/records and document for safe custody to **Mr. Pranav Kailas Bagal (DIN: 08839908)**, Managing Director of the Company who is authorized by the Board to supervise the Postal Ballot process.

You may accordingly declare the result of Postal Ballot.

Thanking you,

FOR VISHAKHA AGRAWAL & ASSOCIATES
Practicing Company Secretaries

VISHAKHA AGRAWAL
Digitally signed by
VISHAKHA AGRAWAL
Date: 2025.11.12
16:13:07 +05'30'

VISHAKHA AGRAWAL
M.No: 39298, C.P. No. 15088
UDIN: A039298G001851889

FOR NIRMAN AGRI GENETICS LIMITED

Place: INDORE
Date: 12th November 2025

MR. PRANAV KAILAS BAGAL
DIN: 08839908