

Date: February 18, 2026

To,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.

**Subject: Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice, being sent today for seeking approval of the members of the Company by electronic means on the below mentioned Special business:

Particulars	Type of resolution
Appointment of M/s Chechani Soni and Co. (FRN: 007589C) Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of NBT and Co, Chartered Accountants	Ordinary Resolution

Please note that in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, postal ballot notice is being sent only in electronic form to all those members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) and Central Depository Services (India) Limited, as on Friday, February 13, 2026 ("Cut-off Date").

Information pertaining to the period of e-voting is mentioned hereinbelow:

Particulars	Details
E-voting start time and date	From 09:00 a.m. (IST) on Thursday, February 19, 2026
E-voting end time and date	Upto 05:00 p.m. (IST) on Friday, March 20, 2026

This Postal Ballot Notice is also available on the Company's website at <https://www.proventusagro.com/>

This is for your information and record. Thanking you

Yours Faithfully,  
**For Proventus Agrocom Limited**

**Durga Prasad Jhawar**  
Managing Director and CEO  
DIN: 02005091

Encl: As above

**Proventus Agrocom Limited**

**Address:** 515, 5<sup>th</sup> Floor, 215 Atrium, Wing C, Andheri Kurla Road, Andheri East, Mumbai 400059

☎: +91 22 6211 0900 **Fax:** +91 22 6211 09219 ✉ info@proventusagro.com

www.proventusagro.com **CIN: L74999MH2015PLC269390**

**POSTAL BALLOT NOTICE**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended]*

VOTING STARTS ON	VOTING ENDS ON
Thursday, February 19, 2026	Friday, March 20, 2026

Dear Member(s),

**NOTICE** is hereby given to the members of Proventus Agrocom Limited for seeking consent by way of an Ordinary Resolution in respect of the Special Business (as hereinafter explained).

The resolution is being moved through Postal Ballot by way of remote e-voting in terms of the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020, read further with other relevant circulars, latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other laws and regulations, as may be applicable, from time to time.

The explanatory statement pursuant to Section 102 of the Act pertaining to the said resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ("**this Notice**") for your consideration and forms part of this Notice. The Members are requested to peruse the proposed resolution, along with the explanatory statement, and thereafter record their assent or dissent (as the case may be) by means of remote e-voting facility provided by the Company.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (RTA)/ Depositories. Further, in compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice. Therefore, the communication of the assent or dissent of the Members would only be taken through the remote e-Voting system.

The remote e-Voting period commences from **Thursday, February 19, 2026 at 09.00 a.m. (IST)**, and ends at **05.00 p.m. (IST) on Friday, March 20, 2026**. Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting, not later than **05.00 p.m. (IST) on March 20, 2026**. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

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The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson/Board, upon completion of the scrutiny of the votes cast through remote e-Voting, within 2 (Two) working days from conclusion of the e-voting period.

The results of the Postal Ballot will be announced within 2 (Two) working days from conclusion of the e-voting period, to the stock exchanges in accordance with the SEBI Listing Regulations. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.proventusagro.com](http://www.proventusagro.com) and on the e-voting website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### Special Business:

1. **Appointment of M/s Chechani Soni and Co. (FRN: 007589C) Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of NBT and Co, Chartered Accountants**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provision of section 139, 141 and 142 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("Act") as amended from time to time or any other law for the time being in force (including any statutory modification(s) or re-enactments thereof for the time being in force) and upon recommendations of the Audit Committee and approval of the Board of Directors at its meeting held on December 26, 2025, approval of the members be and is hereby accorded to the appointment of M/s Chechani Soni and Co. (FRN: 007589C) Chartered Accountants as Statutory Auditor of the Company to hold office till the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company to be held in the year 2026, to fill the casual vacancy caused by the resignation of M/s. NBT and Co, Chartered Accountants, at such remuneration as may be mutually agreed between the Board of Directors and the said Auditor.

**FURTHER RESOLVED THAT** Mr. Durga Prasad Jhawar – Managing Director and CEO, Mr. Deepak Kumar Agarwal – Whole Time Director, and Mr. Ankush Jain – CFO of the Company, be and are hereby severally authorized to do such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing the necessary forms with the Registrar of Companies."

**By order of the Board of Directors of  
For Proventus Agrocom Limited**

SD/-  
**Durga Prasad Jhawar**  
**Managing Director & CEO**  
**DIN - 02005091**

Place: Mumbai  
Date: February 13, 2026

**Registered Office:**

515, 5<sup>th</sup> Floor, 215 Atrium, Wing C, Andheri Kurla Road,

Andheri East, Mumbai 400059

**CIN:** L74999MH2015PLC269390

**Website:** [www.proventusagro.com](http://www.proventusagro.com)

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**E-mail:** [info@proventusagro.com](mailto:info@proventusagro.com)

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**Notes:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the special business to be transacted is annexed herewith.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Listing Regulations, and relevant MCA Circulars, this Notice is being sent only by e-mail to all the members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Bigshare Services Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on **Friday, February 13, 2026 ('Cut-off Date')**, and whose e-mail IDs are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice.
3. Members, whose email IDs are not registered, are requested to contact their DP. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide various communications to the members through email. Members may note that this notice is also available on the Company's website at [www.proventusagro.com](http://www.proventusagro.com) and websites of the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as well as on e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the enabling MCA and SEBI Circulars, the Company is pleased to provide remote e-Voting facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility provided by NSDL.
5. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, February 13, 2026 ('Cut-off Date')**. It is clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice. Any person who is not a Member as on cut-off date should treat this Notice for information purpose only.
6. The remote e-Voting period commences from **09:00 A.M. (IST) on February 19, 2026** and ends at **05:00 P.M. (IST) on March 20, 2026**. During this period, Members of the Company, as on the Cut-Off date i.e. **Friday, February 13, 2026**, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The vote in this postal ballot cannot be exercised through proxy.
7. The documents referred to in Explanatory Statement will be made available for inspection by the members. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [info@proventusagro.com](mailto:info@proventusagro.com) from their registered e-mail addresses

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mentioning their names, folio numbers, DP ID and Client ID on or before **05.00 p.m. on Friday, March 20, 2026.**

8. The Board of Directors of the Company has appointed Mr. Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai, failing him CS Bhavyata Raval Acharya (ICSI Membership No. ACS: 25734; CoP: 21758), Partner, M/s. Siroya and BA Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through remote e-Voting in a fair and transparent manner.
9. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-Voting.
10. The results of the Postal Ballot will be announced within 2 (Two) working days from conclusion of the e-voting period in accordance with the SEBI Listing Regulations. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.proventusagro.com](http://www.proventusagro.com) and on the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. The resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-Voting i.e. **Friday, March 20, 2026.**
12. Instructions for Members for voting electronically are as under:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein

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you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Proventus Agrocom Limited**

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☎: +91 22 6211 0900 **Fax:** +91 22 6211 09219 ✉[info@proventusagro.com](mailto:info@proventusagro.com) [www.proventusagro.com](http://www.proventusagro.com) **CIN:**

**L74999MH2015PLC269390**

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [info@proventusagro.com](mailto:info@proventusagro.com). In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@proventusagro.com](mailto:info@proventusagro.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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## EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Postal ballot Notice.

### ITEM NO. 1:

#### **Appointment of M/s Chechani Soni and Co. (FRN: 007589C), Chartered Accountants, as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of NBT and Co, Chartered Accountants**

The members of the Company at 8<sup>th</sup> Annual General Meeting held on September 30, 2023 had appointed M/s. NBT and Co (FRN: 140489W) as the Statutory Auditors of the Company for a term of five (5) consecutive years till the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company to be held in the year 2028.

M/s NBT & Co, Chartered Accountants, resigned as Statutory Auditors of the Company vide their letter dated December 26, 2025. The Audit Committee and Board of Directors of the Company has noted and accepted the resignation of M/s NBT & Co, considering that there are no reasons other than the reason mentioned in the resignation letter.

The outgoing Statutory Auditors had submitted Limited Review Report for the six months ended September 30, 2025 as per provisions of clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/ CMD/1/114/2019 dated October 18, 2019.

The Resignation of NBT & Co resulted in a casual vacancy in the office of statutory auditors of the Company under Section 139(8) of the Companies Act, 2013. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on December 26, 2025, approved the appointment of M/s. Chechani Soni and Co. (FRN: 007589C), Chartered Accountants, as the Statutory Auditors to fill the casual vacancy caused by the resignation of NBT and Co, Chartered Accountants till the conclusion of the 11<sup>th</sup> AGM of the Company to be held in the year 2026, subject to the approval of Members of the Company.

Furthermore, M/s. Chechani Soni & Co have conveyed their consent to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the Board recommends passing the **Ordinary Resolution** as set out in the notice for approval of the members.

None of the Directors, Key Managerial Persons or their relatives are, in any way, concerned or interested in the proposed resolution.

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**Statement containing additional disclosures as required under Regulation 36(5) of the SEBI Listing Regulations**

Brief Profile of statutory auditors and its credentials	M/s Chechani Soni & Co, a Chartered Accountant firm, established in 1998 and based in Mumbai & Bhilwara with four partners having more than 25 years of experience. The Firm's expertise lies in offering highly reliable Consultancy solutions involving Direct Tax, Indirect Tax, Company Law Matters, Auditing, Accounting and Financial Services. Further, the Firm also deals in services involving Company Registration in India, Advice on Joint Ventures, LLP Registration, Management Consultancy and Due Diligence Services etc.
Proposed fees payable to the statutory auditors up to the conclusion of the 11 <sup>th</sup> AGM scheduled to be held in the year 2026	Rs. 3,00,000/- p.a. excluding out-of-pocket expenses like travel, conveyance etc., and GST, as may be applicable from time to time.
Terms of appointment	With effect from December 26, 2025 till the conclusion of the Annual General Meeting to be held in the year 2026
In case of new auditor, material change in the fee payable to such auditor from that paid to the outgoing auditor	No material change. The fees is commensurate with the size of the Company, audit coverage and scope of work.
Rationale for such change	Not applicable
Basis of recommendation for appointment	The Audit Committee and Board also considered various parameters viz. audit and industry experience, clientele served & governance standards etc. and found Chechani Soni & Co suitable for this appointment before recommending the same. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.

**By order of the Board of Directors of  
For Proventus Agrocom Limited**

**SD/-  
Durga Prasad Jhawar  
Managing Director & CEO  
DIN - 02005091**

Place: Mumbai  
Date: February 13, 2026

**Registered Office:**

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