



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **NARMADA AGROBASE LIMITED** will be held at 401, Silicon Tower, Above Freezeland Restaurant, Law Garden, Navrangpura, Ahmedabad-380009 on Friday 28th September, 2018 at 1.00 P.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements comprising of Balance Sheet as at 31st March, 2018, Profit and Loss Account of the Company and Cash Flow for the year ended on that date together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suresh Chandra Gupta (DIN: 06473269) who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS

3. To confirm the appointment of Bhagat & Associates Chartered Accountants as Statutory Auditors in Place of M/s. Kantilal & Associates, Chartered Accountants, and to fix their remuneration and, to consider, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under M/s. Bhagat & Associates Chartered Accounts (FRN: 101100W) who has been appointed by Board as Statutory Auditors in Board Meeting dated 23rd August 2018 be and is hereby appointed as Statutory Auditors of the company in place of erstwhile auditors M/s. Kantilal & Associates, Chartered Accountants having FRN: 129622W being not peer reviewed and not eligible to audit, for Five years till the AGM to be held in 2023-2024 at remuneration plus GST & other expenses if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

4. To appoint Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:



"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Companies (Appointment and Qualifications of Directors) Rules 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Mr. Ganesh Bhavarlal Prajapati (DIN: 08014721), who was appointed as an Additional Non-Executive Independent Director pursuant to the provisions section 149 and 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who is not disqualified for being appointed as an Director of the company in term of the section 164 of the Companies Act, 2013 or any other applicable provisions and had given his consent for appointment as an Independent Director be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years from date of his appointment, on such remuneration by way of sitting fees, commission and other permissible fees plus out-of pocket expenses, as approved by the Board of Directors.

5. To appoint Mrs. Nidhi Dineshbhai Patel (DIN: 08014773) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Companies (Appointment and Qualifications of Directors) Rules 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Mrs. Nidhi Dineshbhai Patel (DIN: 08014773), who was appointed as an Additional Non-Executive Independent Director pursuant to the provisions section 149 and 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who is not disqualified for being appointed as an Director of the company in term of the section 164 of the Companies Act, 2013 or any other applicable provisions and had given his consent for appointment as an Independent Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years from the date of her appointment, on such remuneration by way of sitting fees, commission and other permissible fees plus out-of pocket expenses, as approved by the Board of Directors.

By order of the Board of Directors
NARMADA AGROBASE LIMITED

SD/-
Managing Director
Neeraj S. Agrawal
DIN: 06473290

SD/-
Whole Time Director
SureshchandraK. Gupta
DIN: 06473269

Date: 23/08/2018

Place: Ahmedabad

NOTES:

1. The Company got listed with NSE on SME platform on 19th April 2018.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. In terms of provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company being exempted from E-Voting, is not providing e-Voting facility as per Provisions of Companies Act, 2013 SME listed Company is not Mandatory to provide E-voting Facility.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015, details of directors seeking appointment / reappointment at the Meeting are given in detail, is annexed hereto.
6. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
7. Shareholders are requested to bring their copy of Annual Report to the meeting.
8. Members/Proxies should fill Attendance Slip for attending the meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th September, 2018 to Friday the 28th September, 2018 (both days inclusive).
10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2018 is uploaded on the Company's website www.narmadaagrobase.com and may be accessed by the members and also on the website of the National Stock Exchange Ltd. www.nseindia.com.



15. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2017-18 is being sent in the permitted mode.

Note: **NOTE: E-voting Facility** shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR regulations”) along with companies with less than 1000 members. Chapter XB of the ICDR regulations deals with the issue of specified securities by small and medium enterprises and Chapter XC of the ICDR regulations relates to listing on the exchange made possible without bringing an initial public offer by small-and-medium enterprises (“SMEs”).



**ANNEXURE TO NOTICE
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.3

M/s Kanti Lal & Associates Chartered Accountants have tendered resignation from the position of Statutory Auditors, as the company got listed on 19th April 2018 and as per Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Discloser Requirements) Regulations, 2015 the Listed Entity is to be audited by peer review Audit Firm and Kanti Lal & Associates was not peer reviewed firm hence resulting into casual vacancy in the office of statutory auditors.

In terms of section 139(8) of Companies Act 2013, casual vacancy caused by resignation of Auditors can only be filled up by the company in general meeting. Further Board of Directors in its meeting held on 23rd August 2018 proposed the appointment of M/s Bhagat & Associates Chartered Accountants having Firm Registration Number: 101100W as Statutory Auditors of the Company to fill the casual vacancy created by the resignation of M/s Kanti Lal & Associates Chartered Accountants which is subject to the approval of shareholders in ensuing Annual General Meeting.

M/s Bhagat & Associates Chartered Accountants have given their consent to be appointed as the Statutory Auditors of the Company, along with confirmation that, their appointment if made by the members would be within the limits prescribed under the Companies Act 2013.

Henceforth it is proposed to appoint M/s Bhagat & Associates Chartered Accountants as the Statutory Auditors of the Company for the term of Five years.

Item No. 4, 5

Mr. Ganesh Bhanvarlal Prajapati (DIN- 08014721), Mrs. Nidhi Dineshbhai Patel (DIN-8014773) were appointed as Additional Independent Directors of the Company w.e.f. 07/12/2017.

In terms of Section 161 of the Companies Act 2013, they hold office up to the date of this AGM but are eligible for the appointment as Director. They have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and in terms of SEBI (LODR) Regulations.

As per the provisions of company law and Regulation 25 of the SEBI (LODR),2015 , independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

Henceforth it is proposed to appoint Mr. Ganesh Bhanvarlal Prajapati (DIN- 08014721) and Mrs. Nidhi Dineshbhai Patel (DIN-801477 3) as independent director under section 149 of the Act and Regulation 25 of the Listing Regulations to hold office for 5 (Five) consecutive years.

The company has received notices in writing from members proposing the candidature of each of Mr. Ganesh Bhanvarlal Prajapati (DIN- 08014721) and Mrs. Nidhi Dineshbhai Patel (DIN- 801477 3) for the office of Directors of the Company.

In the opinion of the Board, Mr. Ganesh Bhanvarlal Prajapati (DIN- 08014721) and Mrs. Nidhi Dineshbhai Patel (DIN-8014773) satisfy the criteria for appointment as independent directors as specified in the Act and the Listing Regulations.

Brief resume of Mr. Ganesh Bhanvarlal Prajapati (DIN- 08014721) and Mrs. Nidhi Dineshbhai Patel (DIN-8014773) nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board committees, shareholding as stipulated under Regulation 36 of the SEBI (LODR) Regulations with the stock exchanges, are provided herein below:

Name of Director	Ganesh Bhanvarlal Prajapati	Nidhi Dineshbhai Patel	Sureshchandra Gupta
Director Identification Number	08014721	08014773	06473269
Date of Birth	05/04/1982	15/12/1990	10/11/1952
Date of Appointment	07/12/2017	07/12/2017	29/01/2013
Relationship with other Directors Inter se	Independent	Independent	Father of Neerajkumar Sureshchandra Agrawal
Profile & Expertise in Specific functional Areas	Mr. Ganesh Bhavarlal Prajapati aged 35 years is Additional Non-Executive Independent Director of the Company. He was originally appointed on the Board on December 07, 2017. He hold a degree in Bachelor of Commerce from Gujarat University. He is having 10 years of experience field of finance, accountancy and taxations related work for a	Ms. Nidhi Dineshbhai Patel aged 27 Years is Additional Non-Executive Independent Director of our Company appointed on December 07, 2017. She holds Degree of Master in Computer Applications from Gujarat Technological University. She possess excellent computer skills and the ability to develop	Mr. Suresh Chandra Gupta aged 65 years, is the Whole Time Director of our Company. He holds a degree of Bachelor of Commerce and LLB. He was originally appointed on the Board on January 29, 2013 and further designated as the Whole Time Director of the Company on December 18, 2017 liable to retire by rotation. He has a profound experience

	professionally managed company with a good organizational objective, in a capacity that holds responsibility, challenge, and scope for organizational and personal, development and growth.	or create computer applications and programs, understand and utilize various computer languages, as well as provide maintenance and repair to different types of applications, among others.	of more than 40 years in cattle feed manufacturing industries. He has vast experience and knowledge in manufacturing industry and has displayed strong entrepreneur skills and management capabilities by building up this industry. He is involved in the business right from conceptualization stage to execution stage like planning, monitoring the all activities. He looks after Administration, HR & Finance.
Qualification	B.com	MCA	B.com & LLB
No. of Equity Shares held in the Company	Nil	Nil	1078350
List of other Companies in which Directorships are held	NA	NA	NA
List of committees of Board of Directors (across all other Companies) in which Chairmanship / Membership is held	Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationship Committee	Nomination and Remuneration Committee	NA