

**AGM NOTICE**

Notice is hereby given that the 3rd Annual General Meeting (AGM) of the members of Jivagro Limited, ('the Company') will be held on August 24, 2022 at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM) to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajnish Sarna (DIN: 06429468), who retires by rotation, and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Ratification of Cost Auditors remuneration.**

To consider and give your assent or dissent to the following Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Y S Thakar & Company, Cost Accountant, (Firm Registration no.000318), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023 amounting to ₹ 65,000/- (Rupees Sixty Five Thousand only) plus applicable GST and reimbursement out of pocket expenses, if any, incurred in connection with the audit be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

4. **Appointment of Mr. Parmanand Pandey (DIN: 09424653) as a Director of the Company.**

To consider and give your assent or dissent to the following Ordinary Resolution:

**"RESOLVED THAT** Mr. Parmanand Pandey (DIN: 09424653), be and is hereby appointed as Director of the Company, liable to retire by rotation."

**Jivagro Limited**

**5. Appointment of Mr. Parmanand Pandey (DIN: 09424653) as a Whole-time Director & CEO of the Company.**

To consider and give your assent or dissent to the following Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sec 196, 197 read with Schedule V of the Companies Act, 2013, and relevant rules made thereunder, including any amendment(s)/ modification(s) thereof, consent of members be and is hereby accorded for the appointment of Mr. Parmanand Pandey (DIN: 09424653) as a Whole-time Director & CEO of the Company with effect from January 27, 2022, as approved by the Board of the Company, for a period of 3 (three) years on such terms and conditions as set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure).

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any such acts, deeds, matters and things to give effect to this Resolution”.

**6. Appointment of Mr. Prashant Hegde (DIN: 05182035), as a Director of the Company.**

To consider and give your assent or dissent to the following Ordinary Resolution:

**“RESOLVED THAT** Mr. Prashant Hegde (DIN: 05182035), be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**7. Appointment of Mr. Samir Dhaga (DIN: 09069106) as a Director of the Company.**

To consider and give your assent or dissent to the following Ordinary Resolution:

**“RESOLVED THAT** Mr. Samir Dhaga (DIN: 09069106), be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**8. Appointment of Ms. Alpana Parida, (DIN: 06796621) as an Independent Director of the Company.**

To consider and to give your assent or dissent to the following Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Alpana Parida (DIN: 06796621), who has submitted a declaration that she meets the criteria for independence as provided in the Act be and is hereby appointed as an Independent Director of the Company with effect from August 24, 2022, to



hold office for a term of five consecutive years i.e. up to August 23, 2027, and whose period of office shall not be liable to retire by rotation”.

**By Order of the Board of Directors  
For Jivagro Limited**

sd/-  
**Kriti Khandelwal  
Company Secretary  
M.No. ACS - 65067**

Dated: July 14, 2022  
Place: Gurugram

**Jivagro Limited**

Regd. Off.: Unit no.3A, 1st Floor, "Wing-A", CTS No. 1483 D, IA Project Road, Next to JW Marriott Hotel, Sahar, Village Marol,  
Taluka Andheri (East), Mumbai - 400099, Maharashtra. ☎+91-22-6266 5600  
✉ info@jivagro.com 🌐 www.jivagro.com CIN: U24299MH2019PLC334327

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company at their meeting held on July 14, 2022 considered that the special business under Item Nos. 3 to 8, being considered unavoidable, be transacted at the 3rd AGM of the Company.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is given in serial no.7.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself / herself. Such a proxy/ proxies need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf at least one day before the date of the Board Meeting at e-mail ID [kriti.khandelwal@piind.com](mailto:kriti.khandelwal@piind.com) or via courier at the registered office of the Company.
6. Attendance of the Members participating in the 3rd AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of details of Directors seeking Appointment / Re-appointment are mentioned in Annexure A.
8. **Instructions for members for attending the AGM through VC/OAVM are as under:**
  - (i) Members will be able to attend the AGM through VC/OAVM:

Link: <https://us06web.zoom.us/j/89647291693?pwd=a0ttN2ZQeTI1RzJnTnh6Qit2SGVUQT09>

Meeting number (access code): 896 4729 1693, Meeting password: 596337

- (ii) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled to start the meeting and shall remain open till the expiry of 15 minutes after the scheduled time
- (iii) The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is +91 8209218858. Members who need assistance before or during the AGM, can contact Ms. Kriti Khandelwal on [kriti.khandelwal@piind.com](mailto:kriti.khandelwal@piind.com) or +91 8209218858.

## Annexure to the Notice

### Explanatory Statement under Section 102 of the Companies Act, 2013

#### **Item No. 3:**

The Board has approved the appointment and remuneration of Rs. 65,000/- (Sixty Five Thousand only) payable to M/s. Y S Thakar & Company, Cost Accountant, (Firm Registration no.000318), the Cost Auditors of the Company, to conduct audit of the cost records maintained by the Company across various segments on which Cost Audit Rules are applicable for the financial year ending March 31, 2023. In terms of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors needs ratification by the members of the Company by passing an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No.3 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No.3 of the Notice for approval by the shareholders.

#### **Item No. 4 and 5:**

Mr. Parmanand Pandey was appointed as Chief Executive Officer of the Company w.e.f. April 01, 2021 Further, the Board of Directors at their meeting held on January 27, 2022 appointed Mr. Parmanand Pandey (DIN: 094246553) as an Additional Director on the Board of the Company. Pursuant to the provisions of Section 161(1) of the Act, Mr. Parmanand Pandey holds office upto the date of ensuing AGM. Your board recommends that he be appointed as a regular director of the company liable to retire by rotation.

Mr. Parmanand Pandey has vast experience in B2B and B2C business environment; started his career in Agri Business in Sales and later in Marketing then in intermediate chemical business with customers in range of industries with Agri, and other manufacturing industries within Asia and India with BASF. His last role was business management for groups of intermediate Chemicals for South Asia Region. He also did a 5 year stint in Hong Kong with Aisa Pacific responsibilities.

Having regard to the qualifications, experience and knowledge, the Directors are of the view that the appointment of Mr. Parmanand Pandey as an Executive-Director will be of immense value to the organization and shall play a vital role in growth and transformation of business of the Company.

In terms of the provisions of Section 196, 197 read with schedule V of the Companies Act, 2013, the Board in its meeting held on January 27, 2022 designated Mr. Parmanand Pandey as Whole-time Director of the Company for a period of 3 (three) years w.e.f. January 27, 2022 on following terms and condition;

## **Remuneration from January 27, 2022 till March 31, 2022**

### **A. Salary:**

Rs. 4,00,000/- per month in the pay scale of Rs. 3,00,000/- to Rs. 10,00,000/- per month with such increment(s) from time to time as the Board of Directors may deem fit.

### **B. Perquisites & Allowances:**

The perquisites and allowances payable to Mr. Parmanand Pandey, Whole-time Director & CEO would be:

- i. House Rent Allowance: Rs.2,40,000/ will be paid on monthly basis.
- ii. Special allowance: Rs.2,00,467/- per month or such amount as may be approved by the Board of Directors.
- iii. Directors Perks: Rs.92,333/- per month towards Directors perks includes Company leased car, driver salary and fuel expenses reimbursement will be paid as and when claimed. The balance, if any, will be paid at the end of the year as taxable allowance.

### **C. Retirals:**

Company's contribution to Provident Fund and Gratuity Fund are as per the rules of the Company. However, Company's contribution to Provident is not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

### **D. Performance & Retention Incentive:**

In addition to the above, he shall also be entitled to Performance & Retention Incentive as per Company's policy.

### **E. Minimum remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during his tenure the Company has no profits or its profits are inadequate, the Company will pay to him remuneration by way of salary, perquisites and allowances as specified above.

### **F. Other terms and conditions:**

- a. The appointment may be terminated by either party by giving to the other party three months' notice of such termination.
- b. The terms and conditions of appointment may be altered and varied by the Board of Directors as they may deem fit at their discretion, in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.

Keeping in view the wider role, duties, responsibilities at various levels of business operations of the Company and taking into consideration the significant contributions made by Mr. Parmanand Pandey in company's business, Board of Directors of the Company at their meeting held on July 14, 2022 increased his remuneration w.e.f. April 01, 2022 as detailed below:

## **Revised Remuneration w.e.f. April 01, 2022**

### **A. Salary:**

Rs. 4,32,000/- per month in the pay scale of Rs. 3,00,000/- to Rs. 10,00,000/- per month with such increment(s) from time to time as the Board of Directors may deem fit.

### **B. Perquisites & Allowances:**

The perquisites and allowances payable to Mr. Parmanand Pandey, Whole-time Director & CEO would be:

- iv. House Rent Allowance: Rs.2,59,200/ will be paid on monthly basis.
- v. Special allowance: Rs.1,90,891/- per month or such amount as may be approved by the Board of Directors.
- vi. Directors Perks: Rs.1,25,333/- per month towards Directors perks includes Company leased car, driver salary and fuel expenses reimbursement will be paid as and when claimed. The balance, if any, will be paid at the end of the year as taxable allowance.

### **C. Other terms & conditions shall remain.**

The above remuneration is to be paid as minimum remuneration in the absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

Except, Mr. Parmanand Pandey, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No. 4 & 5.

The Board recommends the Ordinary Resolution as set out in Item No. 4 & Special Resolution as set out in Item No. 5 of the Notice of the AGM for the approval by the shareholders.

### **Additional Information as required under Part II of the schedule V of the Companies Act, 2013 is given below:**

<b>I. General Information</b>		
1	Nature of Industry	The Company is engaged in business of manufacturing, marketing and distribution of agrochemical products.
2	Date or expected date of commencement of commercial production	The Company was incorporated on December 12, 2019. However, the commercial operations commenced after the approval of demerger of Domestic B2C business of Isagro (Asia) Agrochemicals Private Limited to Jivagro Limited on March 18, 2021 by Hon'ble NCLT, Mumbai.
3	In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in prospectus	N.A.
4	Financial performance based on given indicators	<u>As at March 31, 2022</u>  Revenue – Rs. 2,821 Mn



		Net Worth – Rs. 1971 Mn PAT- Rs. 156 Mn EPS – Rs.1.05
5	Foreign Investment or Collaborations, if any	Nil
<b>II. Information about the appointee</b>		
1	Background details	Mr. Parmanand Pandey has vast experience in B2B and B2C business environment ; started his career in Agri Business in Sales and later in Marketing then in intermediate chemical business with customers in range of industries with Agri, and other manufacturing industries within Asia and India with BASF . His last role was business management for groups of intermediate Chemicals for South Asia Region . He also did a 5 year stint in Hong Kong with Aisa Pacific responsibilities.
2	Past remuneration	N.A.
3	Recognition or awards	Mr. Parmanand Pandey has an extensive rich experience of handling Agri Business.
4	Remuneration proposed	Rs. 1,53,29,088/- p.a. on the basis of revision made from April 01, 2022.
5	Comparative remuneration profile with respect to industry size of the company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	At par with industry standards in which the Company operates.
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship directly or indirectly with Company and other managerial personnel.
<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	Newly incorporated company & stiff competition in market
2.	Steps taken or proposed to be taken for improvement	Focus on marketing, label expansion, introduction of new products etc.
3.	Expected increase in productivity and profits in measurable terms	The Company hopes increase in revenue and profits in future.
4.	Shareholding in the Company	NIL

**Item No. 6 :**

The Board of Directors at their meeting held on January 27, 2022 appointed Mr. Prashant Hegde (DIN: 05182035), as an Additional Director on the Board of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Mr. Prashant Hegde holds office upto the date of this AGM.

Mr. Prashant Hegde has a Master’s degree in Business Administration (MBA) from Monash University, Melbourne, Australia and Bachelor’s degree in Agriculture Sciences from Dharwad,

Karnataka. Mr. Prashant Hegde has vast experiences in the area of seeds, Fertilizers, Agro chemicals and specialty fertilizers in both domestic and international markets. His last assignment was with Bayer Crop Science as a head of Vegetable Seed business for Asia Pacific. He was a member of Asia Pacific Bayer Crop Science and Global Vegetable leadership teams. He served as a Board of Director in Monsanto Holdings and Mahyco- Monsanto Biotech between 2012 and 2015. Mr. Prashant Hegde is known for his ability to provide strategic and operational leadership in a complex and multicultural environment.

Having regard to the qualifications, experience and knowledge, the Directors are of the view that the appointment of Mr. Prashant Hegde as a Director will be of immense value to the organization and shall play a vital role in growth and transformation of business of the Company and therefore, the Board recommends the ordinary resolution at Item No.6 for approval by Members of the Company.

Except Mr. Prashant Hegde, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the accompanying Notice of the AGM. Mr. Prashant Hegde is not related to any Director of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice of the AGM for the approval by the shareholders.

**Item No. 7 :**

The Board of Directors at their meeting held on January 27, 2022 appointed Mr. Samir Dhaga (DIN: 09069106), as an Additional Director nominated by PI Industries on the Board of the Company. Pursuant to the provisions of Section 161(1) of the Act, Mr. Samir Dhaga holds office upto the date of this AGM.

He holds a bachelor's degree in science from Military College of Telecom Engineering, Jawaharlal Nehru University, Delhi and a master's degree in field of Industrial Engineering from Indian Institute of Technology, Delhi. He has over 33 years of experience. He has worked with IBM India Private Limited, Videocon d2h Limited and has served in the Indian Army. He is currently associated with PI Industries Limited as Chief Transformation Officer.

Having regard to the qualifications, experience and knowledge, the Directors are of the view that the appointment of Mr. Samir Dhaga as Director will be of immense value to the organization and shall play a vital role in growth and transformation of business of the Company and therefore, the Board recommends the ordinary resolution at Item No.7 for approval by Members of the Company.

Except Mr. Samir Dhaga, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the accompanying Notice of the AGM. Mr. Samir Dhaga is not related to any Director of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice of the AGM for the approval by the shareholders.

**Item No. 8 :**

The Board of Directors at their meeting held on December 22, 2021 appointed of Ms. Alpana Parida (DIN: 06796621) as an Additional Director on the Board of the Company. Pursuant to the provisions

of Section 161(1) of the Act, Ms. Alpana Parida holds office upto the date of this AGM.

Ms. Alpana Parida has done PGDM, IIM (A) specialization in marketing and Business Policy. Having experience of more than two decades, she is the CEO of India's leading Brand Design firm for over 10 years and has led global and local branding mandates. Highlights include winning a global pitch across 16 global agencies to brand the BRICS bank in Shanghai, the New Development Bank and positioning it successfully against Development Banks such as the World Bank, IFC, ADB across touchpoints ranging from Brand Identity, Brand Language, Employee Culture to Office Design and Architecture briefs. She has also led many mandates for rebranding, brand architecture and new brand creation across categories and geographies that straddled B2B and B2C spaces. She is a regular speaker at Semiofest – Paris, Estonia and Toronto and has also given Regular contributions in Financial Express, Business Standard, Economic Times and Hindu Business Line on Branding/ Marketing related topics. She was also associated with DY Works, India's oldest and largest brand design firm.

Having regard to the qualifications, experience and knowledge, the Directors are of the view that the appointment of Ms. Alpana Parida as an Independent Director will be of immense value to the organization and shall play a vital role in growth and transformation of business of the Company.

The Company has received a declaration from Ms. Alpana Parida confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act. Further, Ms. Alpana Parida is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board, Ms. Alpana Parida fulfils the conditions specified in the Act for appointment as an Independent Director and that he is independent of the Management. Copy of the draft letter for her appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members.

Ms. Alpana Parida (DIN: 06796621) fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Director.

Ms. Alpana Parida is Independent of the management. She shall be paid remuneration by way of fee for attending meetings of the Board, as may be decided by the Board, reimbursement of expenses for participating in the Board.

Except Ms. Alpana Parida, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the accompanying Notice of the AGM. Ms. Alpana Parida is not related to any Director of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 8 of the Notice of the AGM for the approval by the shareholders.

## Annexure-A

In terms of the requirement of SS-2, Details of Directors seeking Appointment / Re-appointment at the 3rd Annual General Meeting dated September 02, 2022.

Name of the Director	Mr. Rajnish Sarna	Mr. Parmanand Pandey	Mr. Prashant Hegde	Ms. Alpana Parida	Mr. Samir Dhaga
Age	53 Years	50 Years	54 Years	59 years	57 Years
DIN	06429468	09424653	05182035	06796621	09069106
Date of Birth	08.06.1969	15.07.1972	20.05.1968	22.01.1963	17.08.1965
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification & Experience	<p>Mr. Rajnish Sarna is a qualified Chartered Accountant and has a diverse experience of almost 3 decades in the areas of Business Development &amp; Strategy, Customer Relationship Mgt., Ops, Finance, Risk Mgt, Legal Contracting &amp; Compliances, Investor relations, Information Technology and Process Reengineering, etc.</p> <p>He is currently on the Board of PI Industries Ltd, PI Life Science Research</p>	<p>Mr. Parmanand Pandey has completed PGP in Agri Business Management from MANAGE, Hyderabad &amp; BSC in Agriculture from College of Agriculture, Orissa University of Agriculture and Technology.</p> <p>Parmanand Pandey has vast experience in B2B and B2C business environment ; started his career in Agri Business in Sales and later in Marketing then in</p>	<p>Mr. Prashant Hegde has a Master's degree in Business Administration (MBA) from Monsash University, Melbourne, Australia and Bachelor's degree in Agriculture Sciences from Dharwad, Karnataka. Mr. Prashant Hegde has vast experiences in the area of seeds, Fertilizers, Agro chemicals and specialty fertilizers in both domestic and international markets. His last assignment was with Bayer Crop Science as a head of Vegetable Seed business for Asia Pacific. He was a member of Asia Pacific Bayer Crop Science</p>	<p>Ms. Alpana Parida has done PGDM, IIM (A) specialization in marketing and Business Policy. Having experience of more than two decades, she is the CEO of India's leading Brand Design firm for over 10 years and has led global and local branding mandates. Highlights include winning a global pitch across 16 global agencies to brand the BRICS bank in Shanghai, the New Development Bank and positioning it successfully against Development Banks</p>	<p>Mr. Samir Dhaga holds a bachelor's degree in science from Military College of Telecom Engineering, Jawaharlal Nehru University, Delhi and a master's degree in field of Industrial Engineering from Indian Institute of Technology, Delhi. He has over 33 years of experience. He has worked with IBM India Private Limited, Videocon d2h Limited and has served in the Indian Army. He is currently associated with</p>

	Limited, PILL Finance and Investment Limited, Solinnos Agro Sciences Private Limited, PI Kumiai Private Limited, PI Enzachem Private Limited, PI Fermachem Private Limited and PI Health Sciences Limited.	intermediate chemical business with customers in range of industries with Agri, and other manufacturing industries within Asia and India with BASF . His last role was business management for groups of intermediate Chemicals for South Asia Region . He also did a 5 year stint in Hong Kong with Aisa Pacific responsibilities.	and Global Vegetable leadership teams. He served as a Board of Director in Monsanto Holdings and Mahyco- Monsanto Biotech between 2012 and 2015. Mr. Prashant Hegde is known for his ability to provide strategic and operational leadership in a complex and multicultural environment.	such as the World Bank, IFC, ADB across touchpoints ranging from Brand Identity, Brand Language, Employee Culture to Office Design and Architecture briefs. She has also led many mandates for rebranding, brand architecture and new brand creation across categories and geographies that straddled B2B and B2C spaces. She is a regular speaker at Semiofest – Paris, Estonia and Toronto and has also given Regular contributions in Financial Express, Business Standard, Economic Times and Hindu Business Line on Branding/ Marketing related topics. She was also associated with DY Works, India’s oldest and largest brand design firm.	PI Industries Limited as Chief Transformation Officer.
<b>Terms and condition of appointment / Re-appointment</b>	Appointed as a Director liable to retire by rotation.	As mentioned in the Explanatory Statement	Appointed as a Director liable to retire by rotation.	For a period of 5 years from the date of appointment as an Independent Director.	Appointed as a Director liable to retire by rotation

<b>Date of first appointment on the Board</b>	First Director on December 12, 2019.	Appointed as an Additional Director on January 27, 2022.	Appointed as an Additional Director on January 27, 2022.	Appointed as an Additional Director on December 22, 2021.	Appointed as an Additional Director on January 27, 2022.
<b>Shareholding in the Company as on March 31, 2022</b>	1 (As a nominee of PI Industries Limited)	Nil	Nil	Nil	Nil
<b>Disclosure of Relationship between Directors inter-se</b>	None	None	None	None	None
<b>No. of Meetings of Board attended during the year</b>	9	1*	1*	2**	1*
<b>Names of the listed Companies in which person holds directorship</b>	PI Industries Ltd.	None	None	1. Nestle India Ltd. 2. Fsn E-Commerce Ventures Limited 3. Cosmo Films Ltd.	None
<b>Chairmanship/Committee membership of listed Companies (only Stakeholders' Relationship Committee and</b>	PI Industries Ltd. - Audit Committee - Stakeholders' Relationship Committee	None	None	<u>Nestle India Ltd.</u> - Audit Committee - Stakeholders' Relationship Committee <u>Fsn E-Commerce Ventures Limited</u> - Audit Committee - Stakeholders' Relationship	None

<b>Audit Committee)</b>				Committee <u>Cosmo Films Ltd.</u> - Stakeholders' Relationship Committee	
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\*Appointed as an Additional Director w.e.f. January 27, 2022

\*\* Appointed as an Additional Director w.e.f. December 22, 2021