

NOTICE OF 4TH ANNUAL GENERAL MEETING

Notice is hereby given that the 4th Annual General Meeting (AGM) of the members of Jivagro Limited, ('the Company') will be held on **Monday, July 24, 2023 at 5:00 P.M. (IST)** 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, 2023 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prashant Hegde (DIN: 05182035), 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, 2024 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.

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

Sd/-
Kriti Khandelwal
Company Secretary

Dated: May 16, 2023

Place: Gurugram

Jivagro Limited

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 April 27, 2023 considered that the special business under Item No. 2, being considered unavoidable, be transacted at the 4th AGM of the Company.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, circular no.10/2022 & 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) 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 annexed in serial no. 8.
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 or via courier at the registered office of the Company.
6. Attendance of the Members participating in the 4th 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 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:

Microsoft Teams meeting

Join on your computer, mobile app or room device

[Click here to join the meeting](#)

Meeting ID: 443 047 954 979

Passcode: H64bkt

[Download Teams](#) | [Join on the web](#)

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

- (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) Members who need assistance before or during the AGM, can contact Ms. Kriti Khandelwal on kriti.khandelwal@piind.com or +91 8209218858.

Jivagro Limited

Annexure to the Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 3:

The Board in its meeting held on April 27, 2023 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, 2024. 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.

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

Sd/-
Kriti Khandelwal
Company Secretary

Dated: May 16, 2023

Place: Gurugram

Annexure-A

In terms of the requirement of SS-2, details of Directors seeking appointment / re-appointment at the 4th Annual General Meeting dated July 24, 2023.

Name of the Director	Mr. Prashant Hegde
Age	54 Years
DIN	05182035
Date of Birth	20.05.1968
Nationality	Indian
Qualification & Experience	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 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.
Terms and condition of appointment / re-appointment	Appointed as a Director liable to retire by rotation.
Date of first appointment on the Board	January 27, 2022
Shareholding in the Company as on March 31, 2023	Nil
Disclosure of Relationship between Directors inter-se	None
No. of Meetings of Board attended during the year	4
Names of the listed Companies in which person holds directorship	None

Jivagro Limited