



NOTICE OF 5th ANNUAL GENERAL MEETING

NOTICE is hereby given that 5th Annual General Meeting ("e-AGM") of the Members of Jivagro Limited will be held on **Thursday, July 25, 2024 at 1:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") with deemed venue at the registered office of the Company situated at 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 to transact the following businesses:

ORDINARY BUSINESS

Item no. 1: To consider and adopt the financial statements of the Company for the financial year ended March 31, 2024, together with the Board and Auditors' Reports thereon.

Item no. 2: To appoint a Director in place of Mr. Samir Dhaga (DIN: 09069106), who retires by rotation and being eligible, offers his candidature for re-appointment

SPECIAL BUSINESS

Item no. 3: Ratification of remuneration to Cost Auditor for the financial year 2024-25

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

"RESOLVED THAT pursuant to provisions of section 148(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders be and is hereby accorded for the ratification of remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, if any, payable to M/s Y S Thakar & Company, Cost Accountants, (Firm Registration no. 000318) appointed by the Board of Directors as Cost Auditor of the Company for the financial year 2024-25."

Item no. 4: Appointment and payment of remuneration to Mr. Prashant Hegde (DIN: 05182035) as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendments, modifications or re-enactments thereof for the time being in force) (the 'Act'), read with Schedule V of the Act and in accordance with the Articles of Association of the Company, approval/consent of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Prashant Hegde (DIN: 05182035) as Managing Director of the Company, for a period of 5 (Five) years from January 24, 2024 to January 23, 2029 on nil remuneration."

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

Mansi Bansal
Company Secretary
Mem no.: A71002



Place: Gurgaon
Date: April 26, 2024

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.
2. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the AGM through VC/OAVM till September 30, 2024. The procedure for participating in the meeting through VC/ OAVM is explained at note no. 8 below. The attendance of the Members attending the e-AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. The deemed venue of the e-AGM shall be the Registered Office of the Company at 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.
4. 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. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Institutional Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf.
6. Brief details of the Director, who is proposed to be appointed, is annexed hereto as per requirements of Secretarial Standards on General Meetings.
7. Inspection of documents:

In accordance with the MCA circulars, following registers along with other documents referred in the Notice will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting:

- a. Register of contracts or arrangements in which directors are interested under section 189 of the Act.
- b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

Members who wish to inspect the same may send an email at mansi.bansal@piind.com.



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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 vide Microsoft Teams link as below:

Microsoft Teams meeting

Join on your computer, mobile app or room device

[Click here to join the meeting](#)

Meeting ID: 430 467 836 196

Passcode: vKFeqv

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

Join with a video conferencing device

teams@piind.onpexip.com

Video Conference ID: 134 597 928 0

- (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 99531 13822. Members who need assistance before or during the AGM, can contact Ms. Mansi Bansal on mansi.bansal@piind.com.

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


Mansi Bansal
Company Secretary
Mem no.: A71002



Place: Gurgaon
Date: April 26, 2024

Annexure to the Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No.3: Ratification of remuneration to Cost Auditor

Section 148(3) of the Companies Act, 2013 and rules made thereunder require the Board to appoint an individual, who is a cost accountant or a firm of cost accountants, as Cost Auditor. Further, the Board shall also consider and approve the remuneration for such Cost Auditor which shall be ratified subsequently by the shareholders.

M/s Y S Thakar & Company, Cost Accountants, (Firm Registration no. 000318) have furnished a certificate regarding their eligibility for appointment as cost auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act. The Board of Directors, at their meeting held on April 26, 2024, approved the re-appointment of M/s Y S Thakar & Company, Cost Accountants, as the Cost Auditor of the Company for the financial year 2024-25 at an audit fee of ₹ 65,000/- (Rupees Sixty Five Thousand only) plus taxes and out of pocket expenses as may be necessary for carrying out cost audit of the Company.

The resolution contained in Item No. 3 of the Notice, accordingly, seeks members' ratification for the remuneration of cost auditor of the Company for the financial year 2024-25.

None of the Directors or Key Managerial Personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the resolution as set out at Item No.3 of the Notice.

The Board recommends this ordinary resolution set out in Item No. 3 of the Notice for consideration and approval of the members.

Item No. 4: Appointment and payment of remuneration to Mr. Prashant Hegde (DIN: 05182035) as Managing Director of the Company

Mr. Prashant Hegde (DIN: 05182035) was appointed as an Additional Director by the Board of Directors in their meeting held on January 27, 2022. His appointment was regularized as a Director by the shareholders in their Annual General Meeting w.e.f., August 24, 2022.

Mr. Prashant Hegde holds a Masters degree in Business Administration (MBA) from Monsash University, Melbourne, Australia and Bachelors degree in Agriculture Sciences from Dharwad, Karnataka. He 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. He is currently serving as the CEO – AgChem Brands in PI Industries Limited since 2020.

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Jivagro Limited



Having regard to the qualifications, experience and knowledge, the Board of Directors is of the view that the appointment of Mr. Prashant Hegde as a Managing Director will be of immense value to the organization and shall play a vital role in growth and transformation of business of the Company. Accordingly, the Board of Directors at its meeting held on January 24, 2024 appointed Mr. Prashant Hegde as a Managing Director on the Board of the Company, subject to approval of shareholders in accordance with the provisions of Section 196, 197, 203 and other applicable provisions (including any modification or re-enactment thereof) if any, of the Companies Act, 2013, and provisions of Articles of Association of the Company. Your Board recommends his appointment as a Managing Director of the Company.

The material terms and conditions including remuneration in terms of the provisions of Section 196, 197 read with schedule V of the Companies Act, 2013 are as under:

1. Tenure: For a period of five years w.e.f. January 24, 2024.

2. Remuneration: Nil

The information as required under Secretarial Standard (SS-2) on General Meetings is provided in Annexure "A" to the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Prashant Hegde himself is in any way concerned or interested financially or otherwise, in the said resolution.

The Board of Directors recommend passing of the resolution by the members as set out under Item No. 4 as a special resolution.

By Order of the Board of Directors
For Jivagro Limited


Mansi Bansal
Company Secretary
Mem no.: A71002



Place: Gurgaon
Date: April 26, 2024

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Annexure-A

In terms of the requirement of Secretarial Standard-2, Details of Director seeking appointment at the Annual General Meeting dated July 25, 2024

Name of the Director	Mr. Prashant Hegde
Age	55 Years
DIN	05182035
Date of Birth	20.05.1968
Nationality	Indian
Qualification & Experience	Mr. Prashant Hegde holds a Master's degree in Business Administration (MBA) from Monsash University, Melbourne, Australia and Bachelor's degree in Agriculture Sciences from Dharwad, Karnataka. He 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. He is currently serving as the CEO – AgChem Brands in PI Industries Limited since 2020.
Terms and condition of appointment/Re-appointment	Appointed as Managing Director for a period of five years w.e.f., January 24, 2024, subject to approval of the shareholders.
Date of first appointment on the Board	Appointed as an Additional Director by the Board of Directors on January 27, 2022, and regularized as Director by the shareholders in their Annual General Meeting held on August 24, 2022.
Shareholding in the Company as on March 31, 2024	1 equity share of face value of Rs. 10/- each held as nominee shareholder on behalf of PI Industries Limited.
Disclosure of Relationship between Directors inter-se	None
No. of meetings of Board attended during FY23-24	5
Names of the listed Companies in which person holds directorship	None
Chairmanship/Committee membership of listed Companies (only Stakeholders' Relationship Committee and Audit Committee)	None

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