

**NOTICE OF 6<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that 6<sup>th</sup> Annual General Meeting ("e-AGM") of the Members of Jivagro Limited will be held on **Wednesday, July 16, 2025 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:

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**ORDINARY BUSINESS**

**Item no. 1:** To consider and adopt the financial statements of the Company for the financial year ended March 31, 2025, together with the Board and Auditors' Reports thereon.

**Item no. 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

**Item no. 3: Re-appointment of M/s SS Kothari Mehta & Co., as Statutory Auditors**

To consider and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time ("the Act"), M/s SS Kothari Mehta & Co., Chartered Accountants, (FRN: 000756N), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five consecutive years to hold office commencing from the conclusion of this 6<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of the 11<sup>th</sup> AGM of the Company to be held in the year 2030, on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit, as may be mutually agreed upon between the Board of Directors of the Company and the said Statutory Auditors from time to time."

**"RESOLVED FURTHER THAT** in addition to the fees, any other fees for certification and other permissible services under Section 144 of the Act may be paid to the Statutory Auditors at such rate as may be agreed between the Statutory Auditors and the Board of Directors of the Company."

**SPECIAL BUSINESS**

**Item no. 4: Ratification of remuneration to Cost Auditor for the financial year 2025-26**

To consider and if thought fit, to give assent or dissent to 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 2025-26."

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



**Item no. 5: Appointment of Ms. Bhawana Mishra (DIN: 06741655) as Non-Executive, Non- Independent Director of the Company**

To consider and if thought fit, to give assent or dissent to the following resolution as a **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (“the Act”), on the recommendation of the Board of Directors, Ms. Bhawana Mishra (DIN: 06741655), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

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

  
**Mansi Bansal**  
**Company Secretary**  
**Mem no.: A71002**



**Place:** Gurugram  
**Date:** May 9, 2025

**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 Businesses 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, 2025. 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 Act.
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. 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. 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 well in advance either by mail or by despatch of physical copies at the registered office of the company.

6. Brief details of the Directors, who are proposed to be appointed, are 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](mailto:mansi.bansal@piind.com).

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](mailto: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. Voting shall be done through show of hands.
- (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](mailto:mansi.bansal@piind.com).

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

  
**Mansi Bansal**  
**Company Secretary**  
**Mem no.: A71002**



**Place:** Gurugram  
**Date:** May 9, 2025

**Annexure to the Notice**

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

**Item no. 3: Re-appointment of M/s SS Kothari Mehta & Co., as Statutory Auditors**

At the 1st Annual General Meeting ("AGM") of the Company held on December 24, 2020, the Members had approved the appointment of M/s SS Kothari Mehta & Co., Chartered Accountants, (FRN: 000756N) as Statutory Auditors of the Company, to hold office till conclusion of 6th AGM of the Company to be held in the year 2025.

Pursuant to the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the Company can re-appoint a firm as statutory auditor for two terms of five consecutive years. Pursuant to the aforesaid provision, the Board of Directors in its meeting held on May 9, 2025, proposed the re-appointment of M/s SS Kothari Mehta & Co. as Statutory Auditors for a second term of five consecutive years from the conclusion of 6th AGM till the conclusion of 11th AGM of the Company to be held in the year 2030, to examine and audit the accounts of the Company for the financial years 2025-26 to 2029-30 (both inclusive) on the proposed remuneration of ₹11,00,000 (Rupees Eleven Lakhs only) plus applicable taxes and out of pocket expenses incurred in connection with the audit as may be decided by the Board.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s SS Kothari Mehta & Co., have provided their consent and eligibility certificate and confirmed that they are not disqualified to be appointed as Statutory Auditors of the Company to the effect that, their re-appointment, if made, shall be in compliance with the applicable laws.

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

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

**Item no. 4: Ratification of remuneration to Cost Auditor for the financial year 2025-26**

Section 148(3) of the Act 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 several previous years under the provisions of the Act. The Board of Directors, at their meeting held on May 9, 2025, approved the re-appointment of M/s Y S Thakar & Company, Cost Accountants, as the Cost Auditor of the Company for the financial year 2025-26 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.

**Jivagro Limited**





The resolution contained in Item No. 4 of the Notice, accordingly, seeks members' ratification for the remuneration of cost auditor of the Company for the financial year 2025-26.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the accompanying Notice.

The Board recommends this ordinary resolution set out in Item No. 4 of the Notice for consideration and approval of the members.

**Item no. 5: Appointment of Ms. Bhawana Mishra (DIN: 06741655) as Non-Executive Non Independent Director of the Company**

Ms. Bhawana Mishra (DIN: 06741655) was appointed as an Additional Director by the Board of Directors in their meeting held on July 25, 2024.

Ms. Mishra has done M.A. in Applied Psychology (specialisation in Organisational Behaviour) from University of Delhi. She has Level B Certification in Occupational Assessments from British Psychological Society and Training and Certification as Independent Director through various programmes by KPMG and Prof. Ram Charan.

She has 25+ years of experience as a talent and leadership development specialist, advising boards, CEOs, and business leaders on aligning people strategies with business goals. She began her career at Price Waterhouse and later joined Arthur Andersen as a Senior Consultant. She then led SHL Group's entry into the Indian market, growing it into the largest business in Asia over 12 years.

Her passion for unlocking organizational potential led her to found BasilTree Consulting, which combines international best practices with local insights to help clients define talent strategies and build leadership. In a short time, BasilTree has become a trusted partner to major companies in Corporate India. Her mission is to make 'talent advantage' a strategic differentiator for her clients. She also serves as an Independent Director on the Board of GMM Pfaudler and is a member of several professional bodies.

Having regard to the qualifications, experience and knowledge, the Board of Directors is of the view that the appointment of Ms. Mishra as a Non-Executive Non 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. Accordingly, the Board of Directors at its meeting held on May 9, 2025 recommended her appointment to the shareholders for their approval in accordance with the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof) if any, of the Act, and provisions of Articles of Association of the Company.

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 Ms. Mishra herself is in any way concerned or interested financially or otherwise, in the said resolution.



**Jivagro Limited**



The Board recommends this ordinary resolution set out in Item No. 5 of the Notice for consideration and approval of the members.

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

  
**Mansi Bansal**  
**Company Secretary**  
**Mem no.: A71002**



**Place:** Gurugram  
**Date:** May 9, 2025

**Jivagro Limited**

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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

<b>Name of the Director</b>	<b>Mr. Rajnish Sarna</b>	<b>Ms. Bhawana Mishra</b>
<b>Age</b>	56 Years	50 Years
<b>DIN</b>	06429468	06741655
<b>Date of Birth</b>	June 08, 1969	November 18, 1974
<b>Nationality</b>	Indian	Indian
<b>Qualification &amp; Experience</b>	<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, Jivagro Limited, PI Life Science Research Limited, Solinnos Agro Sciences Private Limited, PI Kumiai Private Limited, PI Bioferma Private Limited, PI Fermachem Private Limited and various other companies.</p>	<p>Ms. Mishra has done M.A. in Applied Psychology (specialisation in Organisational Behaviour) from University of Delhi. She has Level B Certification in Occupational Assessments from British Psychological Society and Training and Certification as Independent Director through various programmes by KPMG and Prof. Ram Charan.</p> <p>She has 25+ years of experience as a talent and leadership development specialist, advising boards, CEOs, and business leaders on aligning people strategies with business goals. She began her career at Price Waterhouse and later joined Arthur Andersen as a Senior Consultant. She then led SHL Group's entry into the Indian market, growing it into the largest business in Asia over 12 years.</p> <p>Her passion for unlocking organizational potential led her to found BasilTree Consulting, which combines international best practices with local insights to help clients define talent strategies and build leadership. In a short time, BasilTree has become a trusted partner to major companies in Corporate India. Her mission is to make 'talent advantage' a strategic differentiator for her clients. She also serves as an Independent Director on the Board of GMM Pfaudler and is a member of several professional bodies.</p>
<b>Terms and condition of appointment/Re-appointment</b>	To be appointed as a Director liable to retire by rotation	To be appointed as a Director liable to retire by rotation
<b>Details of remuneration sought to be paid and the remuneration last drawn, if applicable</b>	Nil	Only sitting fee, as approved by the Board of Directors
<b>Date of first appointment on the Board</b>	December 12, 2019	July 25, 2024

**Jivagro Limited**

<b>Shareholding in the Company as on March 31, 2025</b>	1 equity share of face value of Rs. 10/- (As a nominee of PI Industries Limited)	Nil
<b>Disclosure of Relationship with other Directors and Key Managerial Personnel</b>	None	None
<b>No. of meetings of Board attended during FY24-25</b>	4	3
<b>Names of the other Companies in which person holds directorship</b>	<ol style="list-style-type: none"> <li>PI Industries Ltd.</li> <li>PI Life Science Research Ltd.</li> <li>PILL Finance and Investments Ltd.</li> <li>Solinnos Agro Sciences Pvt. Ltd.</li> <li>PI Kumiai Pvt. Ltd.</li> <li>PI Bioferma Pvt. Ltd.</li> <li>PI Fermachem Pvt. Ltd.</li> <li>PI Health Sciences Ltd.</li> <li>Archimica S.p.A</li> <li>PI Flowtech B.V.</li> <li>PI Health Sciences Netherlands B.V.</li> <li>Plant Health Care Plc, UK</li> </ol>	<ol style="list-style-type: none"> <li>BasilTree Consulting Pvt Ltd.</li> <li>GMM Pfaudler Ltd.</li> </ol>
<b>Chairmanship/Committee membership of Companies</b>	<ol style="list-style-type: none"> <li>PI Industries Ltd. (Member) <ol style="list-style-type: none"> <li>Stakeholders' Relationship Committee</li> <li>Risk Management Committee</li> <li>M&amp;A Committee</li> <li>Corporate Social Responsibility Committee</li> <li>Administrative Committee</li> </ol> </li> <li>PI Health Sciences Ltd. (Member) <ol style="list-style-type: none"> <li>Administrative Committee</li> <li>Allotment Committee</li> </ol> </li> <li>PI Life Science Research Ltd. (Chairperson) <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ol> </li> </ol>	None

