NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (01/2026-27) ("EGM") of the Members of Jivagro Limited ("the Company")will be held on **Tuesday, July 21, 2026 at 11:30 A.M. (IST)** at a shorter notice, 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 special business:

Item No. 1: Approval for the payment of remuneration to Mr. Matcha Simhadri Naidu (DIN: 11389505), Whole-time Director of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, read with Schedule V and other applicable provisions (including any modification or re-enactment thereof) if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), the payment of the remuneration to Mr. Matcha Simhadri Naidu (DIN: 11389505), Whole-time Director, w.e.f. May 01, 2026, upon 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 tenure), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors ('the Board') be and is hereby authorised to vary the terms of appointment including remuneration specified above from time to time as it deems fit and, in the manner, as may be agreed between the Board and Mr. Matcha Simhadri Naidu, provided that such variation or increase, as the case may be, shall not exceed the limits approved by the Members in this resolution."

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

ANJALI SHARMA
Digitally signed by ANJALI SHARMA
Date: 2026.07.20 20:26:01 +05'30'

Anjali Sharma
Company Secretary
Membership No.: A75808

Place: Mumbai
Date: July 20, 2026

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 relevant details, as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), with respect to the fixation of Whole-time Director's remuneration or variation of his terms of remuneration at this EGM, as contained in Item No. 1 of this Notice are annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 22, 2025 (collectively referred to as "MCA Circulars") has permitted the holding of the EGM 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 Rules made thereunder read with MCA Circulars, the EGM (01/2025-26) of the Members of the Company will be held through VC or OAVM at a shorter notice on Tuesday, July 21, 2026 at 11:30 A.M. (IST). The procedure for participating in the meeting through VC/OAVM is explained at note no. 7 below. The attendance of the Members attending the EGM 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 EGM shall be 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.

4. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held 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 EGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. Additionally, since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.**

5. Pursuant to Section 113 of the Act, representatives of the members may be appointed for participation and voting in the meeting held through VC/OAVM. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to attend the EGM on its behalf, in advance, either through email at anjali.sharma@piind.com or dispatch physical copies at the registered office of the Company.

6. Inspection of documents:

The relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members of the Company at the registered office of the Company on all working days, except Saturdays, during business hours upto the date of this EGM. Members who wish to inspect the same may send an email at anjali.sharma@piind.com.

7. **Instructions for members for attending the EGM through VC/OAVM are as under:**

(i) Members will be able to attend the EGM through VC/OAVM vide Microsoft Teams link as below:

Microsoft Teams meeting
Join on your computer, mobile app or room device
Meeting ID: 483 043 613 003 89
Passcode: 9yr6LQ7Y
Download Teams | Join on the web
Join with a video conferencing device
teams@piind.onpexip.com

Video Conference ID: 131 278 046 9

(ii) Facility of joining the EGM 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 EGM through VC/OAVM is +91- 8929631281. Members who need assistance before or during the EGM, can contact Ms. Anjali Sharma on anjali.sharma@piind.com.

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

ANJALI SHARMA
Digitally signed by ANJALI SHARMA
Date: 2026.07.20 20:26:18 +05'30'

Anjali Sharma
Company Secretary
Membership No.: A75808

Place: Mumbai
Date: July 20, 2026

Annexure to the Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 1: Approval for the payment of the remuneration to Mr. Matcha Simhadri Naidu (DIN: 11389505), Whole-time Director of the Company

The Board of Directors ('the Board') had appointed Mr. Matcha Simhadri Naidu (DIN: 11389505) as the Whole-time Director of the Company for a term of three years commencing from May 01, 2026 to April 30, 2029 and had, inter alia, approved the remuneration payable to him in such capacity, which was subsequently approved by the Members at the 7th Annual General Meeting of the Company.

Subsequently, pursuant to the annual performance appraisal undertaken by the Company and the restructuring of remuneration components in compliance with the requirements of the Code on Wages, 2019, the Board, at its meeting held on July 20, 2026, approved revised remuneration payable to Mr. Matcha Simhadri Naidu with effect from May 1, 2026, subject to the approval of the Members of the Company.

Accordingly, approval of the Members is sought for the revised remuneration payable to Mr. Matcha Simhadri Naidu in his capacity as Whole-time Director of the Company, the details whereof are set out below:

1. **Remuneration:**

   A. **Salary and Allowances:** Rs. 8,71,409/- per month with such variation including increase from time to time as the Board may deem fit.

   B. **Perquisites:** He shall be paid any type of perquisites subject to an overall ceiling of up to 50% of the Salary & Allowances.

   C. **Retirals:** The Company's contribution to Provident Fund and payment of Gratuity shall be as per Company's policy. However, the Company's contribution to Provident Fund to the extent this (either singly or together) 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 and Retention (P&R) Incentive:** In addition to the above, he shall also be entitled to an annual P&R Incentive up to 25% of his total CTC, comprising Salary & Allowances, Perquisites, Retirals and P&R Incentive, based on the annual performance appraisal by the Board and as per the Company's policy.

E. Discretionary Incentive: One-time incentive of Rs. 10,00,000/- for the financial year ended March 31, 2026. Further, he shall be entitled to such discretionary incentives in addition to the aforesaid remuneration as the Board may determine from time to time.

F. Other Terms & Conditions:

- He shall, subject to the overall supervision and control of the Board, manage and conduct the business and affairs of the Company and shall carry out the instructions, decisions and directions issued by the Board from time to time.

- He shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.

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

Statement as required under Section II, Part II of the Schedule V of the Act with reference to Item No. 1 is as under:

I.	**General Information**	
1.	Nature of Industry	The Company is engaged in horticulture business.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on December 12, 2019.
3.	In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in prospectus	Not Applicable
4.	Financial performance based on given indicators	As at June 30, 2026: Revenue: Rs. 421 Million Net Worth: Rs. 2643 Million PAT: Rs. (44) Million
5.	Foreign Investment or Collaborations, if any	Not Applicable
II.	**Information about the appointee**	
1.	Background details	Mr. Matcha Simhadri Naidu brings over 27 years of leadership experience in the agri-input industry, spanning seeds, fertilizers, agrochemicals, and specialty products. He holds an MBA in Marketing, a degree in

		Agriculture, and completed the Emerging Leadership Programme at ISB, Hyderabad. Previously, he led Strategic Digital Initiatives at PI Industries and held senior roles at Coromandel International, driving sales, commercial operations, and transformation programs. Renowned for strategic vision and operational excellence, he has consistently delivered growth through disciplined execution, key account partnerships, and digital enablement to enhance customer experience and compliance.
2.	Past remuneration	Remuneration of Rs. 20,00,000/- for the period December 08, 2025 to March 31, 2026.
3.	Recognition or awards	He has led strategic digital initiatives at PI Industries and held senior leadership roles at Coromandel International, driving sales growth, commercial operations, and large-scale transformation programmes.
4.	Job profile and his suitability	He shall serve as a Whole-time Director of the Company and will be leading Commercial Operations business of the Company.
5.	Remuneration proposed	As set out under Explanatory Statement to Item No. 1.
6.	Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case 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
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	He does not have any pecuniary relationship directly or indirectly with Company or other

		managerial personnel or Director except for the remuneration payable to him.
III.	**Other Information**	
1.	Reasons of loss or inadequate profits	The Company reported a Net Loss Before Tax of INR 60 Mn for the quarter ended June 30 2026, primarily due to an increase in provisions for non-moving inventory. Revenue for the quarter was also below plan, driven by delayed product placements resulting from the late onset of the monsoon season. However, with integrated demand generation initiatives underway and expectations of a favourable season ahead, the Company anticipates partially recovering the Q1 revenue shortfall in the subsequent quarters.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	
IV.	**Disclosures**	
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As set out under Explanatory Statement to Item No. 1.
2.	Details of fixed component. and performance linked incentives along with the performance criteria	As set out under Explanatory Statement to Item No. 1.
3.	Service contracts, notice period, severance fees	As per the Company's policy
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Matcha Simhadri Naidu under Section 190 of the Act. 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. Matcha Simhadri Naidu himself and his relatives, are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution by the Members as set out under Item No. 1 as a **Special Resolution.**

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

ANJALI SHARMA
Digitally signed by ANJALI SHARMA
Date: 2026.07.20 20:26:37 +05'30'

Anjali Sharma
Company Secretary
Membership No.: A75808

Place: Mumbai
Date: July 20, 2026

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

Annexure-A

Details of Director Seeking Fixation of Remuneration/ Variation in the terms of remuneration at the EGM, as required under SS-2 issued by the Institute of Company Secretaries of India (ICSI):

Name of the Director	Mr. Matcha Simhadri Naidu
DIN	11389505
Age	50 Years
Date of Birth	June 15, 1975
Nationality	India
Qualification & Experience	Mr. Naidu brings over 27 years of leadership experience in the agri-input industry, spanning seeds, fertilizers, agrochemicals, and specialty products. He holds an MBA in Marketing, a degree in Agriculture, and completed the Emerging Leadership Programme at ISB, Hyderabad. Previously, he led Strategic Digital Initiatives at PI Industries and held senior roles at Coromandel International, driving sales, commercial operations, and transformation programs. Renowned for strategic vision and operational excellence, Mr. Naidu has consistently delivered growth through disciplined execution, key account partnerships, and digital enablement to enhance customer experience and compliance.
Terms and condition of appointment/Re - appointment	As set out in explanatory statement item no. 1.
Details of remuneration sought to be paid and the remuneration last drawn, if applicable	As set out in explanatory statement item no. 1. Remuneration of Rs. 20,00,000/- was paid during the period December 08, 2025 to March 31, 2026.
Date of first appointment on the Board	December 08, 2025
Shareholding in the Company	Nil
Disclosure of Relationship with other Directors and Key Managerial Personnel	None

No. of meetings of Board attended during FY 2026-27 *(Meetings held till the date of this notice)*	2 out of 2
Names of the other Companies/Body Corporates in which person holds directorship	Nil
Chairmanship/Committee membership of other Companies	Nil

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

ANJALI SHARMA
Digitally signed by ANJALI SHARMA
Date: 2026.07.20 20:27:00 +05'30'

Anjali Sharma
Company Secretary
Membership No.: A75808

Place: Mumbai
Date: July 20, 2026