



Nirman Agri Genetics Limited

Vedant Apartment, Near Reliance Shopee, Dindori Road, Panchavati, Nashik-422003.

Contact: 0253-2943101

Email: admin@nirmanagrigen.com

Web: www.nirmanagrigen.com

Cin No: U01110MH2020PLC344089

GST No: 27AAHCN1021C1Z3

ADDENDUM TO THE NOTICE OF THIRD ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated September 8, 2023 convening the Third Annual General Meeting of the Company scheduled to be held on Saturday, September 30, 2023 at 12:00 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

Notice is hereby given pursuant to the provisions of Section 13, 61, and 64 and other applicable provisions of the Companies Act, 2013 ('Act') as amended, read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a Company to increase the Authorized Share Capital of the Company and consequent amendment to Memorandum of Association of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 5 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated September 8, 2023 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal.

SPECIAL BUSINESS:

Item 5- To increase the Authorized Share Capital of the Company and consequent amendment to Memorandum of Association of the Company

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 ("the Act") as amended, read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of face value of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value Rs. 10/- each by increasing of 80,00,000 (Eighty Lakhs) Equity Shares of face value Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be substituted and shall be read as following Clause:



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V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 10/- each.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby authorized to sign such forms/returns and various documents as may be required to execute and submit to the Concerned Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution.”

By the Order of Board of Directors
For Nirman Agri Genetics Limited

Sd/-
Pranav Kailas Bagal
Managing Director
DIN: 08839908

Registered Office:
Vedant Apt, Near Reliance Shopee
Dindori Road Panchavati Nashik
Maharashtra 422003
CIN: U01110MH2020PLC344089
Website: www.nirmanagrigen.com.
E-mail: cs@nirmanagrigen.com.
Tel. No.: +91 253 2943101

Date: September 21, 2023

Place: Nashik



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NOTES:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 3rd AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at www.nirmanagrigen.com and website of NSDL at www.evoting.nsdl.com.
4. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 3rd AGM shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 3rd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 3rd AGM.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No 5:

The Current Authorized Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and the paid-up share capital of the Company is Rs. 5,96,08,000/- (Rupees Five Crore Ninty Six Lakhs Eight Thousand Only) divided into 59,60,800 (Fifty Nine Lakhs Sixty Thousand Eight Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each. The Company proposes to increase its authorized share capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

The updated copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection of Members be accessible at link: <https://drive.google.com/file/d/1PvNr5M6KX5c0nGZX4WeM6gNlg8wKcjMg/view?usp=sharing>

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The resolution is therefore proposed at item No. 5 of the Notice to increase the Authorized Share Capital of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 of this Notice except to the extent of their shareholding in the Company. The Board recommends the Ordinary Resolution set out at Item Nos. 5 of Notice for approval by the members.

By the Order of Board of Directors
For Nirman Agri Genetics Limited

Sd/-
Pranav Kailas Bagal
Managing Director
DIN: 08839908

Date: September 21, 2023

Place: Nashik

Registered Office:

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