

# NARMADA AGROBASE LTD.

Mfg. Delinter Cotton Seeds & Cattle Feed

CIN NO : L15494GJ2013PLC073468



Date: 29/06/2026

To, The Corporate Relations Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051	To, Head - Listing Operations, <b>BSE Limited,</b> P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.
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**NSE SYMBOL: NARMADA**  
**BSE SCRIPT CODE: 543643**

## **Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") - Notice of Postal Ballot**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 29<sup>th</sup> June, 2026, together with the Explanatory Statement thereto, seeking consent of the Members of Narmada Agrobase Limited ("Company"), on the following item of special business:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1.	Alteration/ Variation in the Objects of the Rights Issue for utilisation of funds out of the net proceeds of the issue of fully paid-up equity shares of the Company by modifying the objects of the issue as stated in the Letter of Offer dated 17 <sup>th</sup> September, 2024	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. M/s. KFin Technologies Limited and the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the cut-off date i.e. Friday, 26<sup>th</sup> June, 2026.

The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Tuesday, 30<sup>th</sup> June, 2026 at 09:00 A.M. (IST) and shall end on Wednesday, 29<sup>th</sup> July, 2026 at 05:00 P.M. (IST).

Kindly take the same on your record and oblige us.

Thanking You.

**For, Narmada Agrobase Limited**

**Neerajkumar Sureshchandra Agrawal**  
**Chairman and Managing Director**  
**DIN: 06473290**

Corp. Office : 401, Silicon Tower, Above Freezeland Restaurant, Nr. National Handloom, Law Garden, Ellisbridge, Ahmedabad-380009.  
Tel. : +91-79-26448824, 40370886 + Mob. 94260 88802, 92274 04061

Regd. Office : 613/P-1, IJpura (Jethaji) Dhanpura Road, Tal. Jotana, Dist. Mehsana. (Gujarat) INDIA + Tele. : 02762 - 265165  
e-mail : infonarmadaagrobase@gmail.com + www.narmadaagrobase.com



**NARMADA AGROBASE LIMITED**

(CIN: L15494GJ2013PLC073468)

**Registered Office:** 613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana Mahesana Gujarat 384421 India.

**Tel No.:** 079-40370886 ; **E-mail:** [infonarmadaagrobase@gmail.com](mailto:infonarmadaagrobase@gmail.com) ;

**Website:** [www.narmadaagrobase.com](http://www.narmadaagrobase.com)

**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

To  
All Members,  
**NARMADA AGROBASE LIMITED**

**NOTICE** is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (as amended from time to time), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (**"SEBI (LODR) Regulations"**), Secretarial Standard-2 (**"SS-2"**) issued by the Institute of Company Secretaries of India on General Meetings (**"SS-2"**) and the clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant circulars, including Latest General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), and subject to other applicable laws, rules and regulations, if any, Narmada Agrobase Limited (**"the Company"**) hereby seeks your approval for the Special Businesses as considered in the Resolution(s) appended below through Postal Ballot by only way of voting through electronic means (**"remote e-voting"**).

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants and the communication of assent/ dissent of the Members on the Resolution(s) proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 29<sup>th</sup> June, 2026, had appointed M/s. Punit Santosh Kumar Lath, Practicing Company Secretary, (Membership No: 26238) and Certificate of Practice No. 11139), to act as the Scrutinizer, to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) to provide remote e-voting facility to the Members of the Company. Please refer to the instructions for e-voting given hereinafter the proposed Resolution(s), to cast votes through electronic voting means.

The remote e-voting period commences from 09:00 AM (India Standard Time [**IST**]) on Tuesday, 30<sup>th</sup> June, 2026 and ends at 05:00 PM (IST) on Wednesday, 29<sup>th</sup> July, 2026. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting facility by not later than 05:00 PM (IST) on Wednesday, 29<sup>th</sup> July, 2026.

The Scrutinizer will submit his report to the chairman of the Company (the "**Chairman**") or any other duly authorized person of the Company after the receipt of assent or dissent of the Members (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company within 2 working days after the closure of the e-voting i.e. by Wednesday, 29<sup>th</sup> July, 2026, 5.00 PM. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company's website, [www.narmadaagrobase.com](http://www.narmadaagrobase.com) and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) in accordance with the provisions of SEBI Listing Regulations.

In the event, the Resolutions as set out under Item No. 1 is assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as an Special Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Wednesday, 29<sup>th</sup> July, 2026, being the last date specified by the Company for e-voting.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

**SPECIAL BUSINESS:**

- Alteration/ Variation in the Objects of the Rights Issue for utilisation of funds out of the net proceeds of the issue of fully paid-up equity shares of the Company by modifying the objects of the issue as stated in the Letter of Offer dated 17<sup>th</sup> September, 2024**

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

**"RESOLVED THAT**, pursuant to the provisions of Sections 27 and 13(8) of the Companies Act, 2013 read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 32 of the Companies (Incorporation) Rules, 2014, Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and all other applicable laws, rules, regulations, guidelines, circulars and notifications issued by the Securities Exchange Board of India ("**SEBI**") from time to time and subject to such approvals as may be required, the approval of the Members of the Company be and is hereby accorded to vary, alter, modify and/or revise the objects of the Rights Issue as stated in the Letter of Offer dated 17<sup>th</sup> September, 2024, filed by the Company with BSE Limited and National Stock Exchange of India Limited (together as "**Stock Exchanges**"), as given below:

**(Rs. In Lakhs)**

<b>Sr. No.</b>	<b>Objects of the Issue as per Letter of Offer</b>	<b>Amount to be utilised</b>	<b>Amount utilised till date</b>	<b>Balance Amount</b>	<b>Revised Objects</b>	<b>Amount to be Utilised</b>
1.	To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries	770.00	0.00	770.00	Repayment of the outstanding term loan availed by the Company from State Bank of	770.00

					India.	
2.	Incremental Working Capital Requirements	1,787.00	1,787.00	0.00	-	-
3.	General Corporate Purpose	901.15	901.15	0.00	-	-
	<b>Net Proceeds from the issue</b>	<b>3,458.15</b>	<b>2,688.15</b>	<b>770.00</b>	-	<b>770.00</b>

**“RESOLVED FURTHER THAT,** the consent of the members be and is hereby accorded for re-allocation and utilisation of the unspent amount of Rs. 770.00 Lakhs, originally earmarked towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries, Lakhs is proposed to be reallocated towards Repayment of loan to the extent of Rs. 770.00 Lakhs.

**“RESOLVED FURTHER THAT,** notwithstanding such repayment, the Company will continue to avail and utilize the Cash Credit (CC) facility sanctioned by State Bank of India.

**“RESOLVED FURTHER THAT,** any Director and/or the Company Secretary & Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary to comply with the applicable provisions of the Companies Act, 2013 for the time being in force, and/ or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to the above mentioned purpose, as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies, for the purpose of giving effect to this resolution.”

**Registered Office:**

613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana,  
Mahesana, Gujarat India – 384 421

**By the order of the Board of  
Narmada Agrobases Limited**

**Place:** Ahmedabad

**Date:** 29<sup>th</sup> June, 2026

**Sd/-  
Neeraj Kumar Suresh Chandra Agrawal  
Chairman and Managing Director  
DIN: 06473290**

### Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. In accordance with the provisions of Section 110 the Act read with relevant rules made thereunder and the General Circular No. 03/2025 dated September 22, 2025 read with relevant circular(s) issued by the Ministry of Corporate Affairs, ("hereinafter collectively referred as MCA Circulars"), the Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") and Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited ("RTA") as on 26<sup>th</sup> June, 2026 ("Cut-off Date").
3. The Board has appointed M/s. Punit Santoshkumar Lath, Practicing Company Secretary, (Membership No: 26238) and Certificate of Practice No. 11139), as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 26<sup>th</sup> June, 2026 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 , General Circular No. 19/2021 and General Circular No. 20/2021.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI (LODR) Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circulars, the Company is pleased to offer remote e-voting facility to its Members. The Company has engaged the services of NSDL to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the "remote e-voting"). In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
6. Members may note that this Postal Ballot Notice will also be available on the Company's website i.e. <https://narmadaagrobases.com/investor-relation/notices> website of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>. Members who have not received the Notice may download the same from the aforesaid websites
7. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
8. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08.12.2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on 26<sup>th</sup> June, 2026 being the cut-off date, to exercise their right to vote electronically on the above resolution.

9. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on 26<sup>th</sup> June, 2026.
10. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Company's R & T Agent KFin Technologies Limited. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
11. The remote e-voting period commences on Tuesday, 30<sup>th</sup> June, 2026 at 09:00 A.M. I.S.T. and ends on, Wednesday, 29<sup>th</sup> July, 2026 at 05:00 P.M. I.S.T. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date, may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
12. Members can also contact to Miss. Nidhi Jain, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - Narmada Agrobases Limited, Corporate Office: 401, Silicon Tower, Above Freeze land Restaurant Law Garden, Navrangpura, Ahmedabad, Gujarat, India – 380 009, Email Id: [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com) Phone number – +91 92274 04064.
13. This Postal Ballot Notice is also placed on the website of the Company (<https://narmadaagrobases.com/investor-relation/notices>).
14. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. Wednesday, 29<sup>th</sup> July, 2026. Members who wish to inspect such documents are requested to send an email to [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com) mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
15. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com), from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number and copy of PAN card. Said queries shall be appropriately replied by the Company.
16. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. Wednesday, 29<sup>th</sup> July, 2026 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
17. A member cannot exercise his vote by proxy on Postal Ballot.
18. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
19. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Gujarat.
20. The Scrutinizer will submit his report to the Chairman of the Company or a person authorized by him in writing, after completion of the scrutiny of the remote e-voting. The Scrutinizer's decision on the validity of the votes cast will be final. The result of the Postal Ballot will be announced by the Chairman of the Company on or before Friday, 31<sup>st</sup> July, 2026, i.e. not later than two working days from the conclusion of

remote e-voting at the Registered office of the Company.

21. The result of the Postal Ballot along with the Scrutinizer’s Report will be placed on the website of stock exchange i.e. BSE Limited, at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com).
22. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail ids with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with KFin Technologies Limited (KFin) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at</li> </ol>

	<p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request a <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '[Shareholder](#)/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial

password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [punit.lath@gmail.com](mailto:punit.lath@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to NSDL Official at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring userid and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [infonarmadaagrobases@gmail.com](mailto:infonarmadaagrobases@gmail.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 1:**

The Company had filed its Letter of Offer dated 17<sup>th</sup> September, 2024 in connection with Rights Issue of its equity shares of Rs. 10/- each ("**Equity Shares**") with the following objects of the Rights Issue, namely (a) To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries (b) Incremental Working Capital Requirements; (c) General Corporate Purpose. Pursuant to the Rights Issue, the Company raised an aggregate amount of Rs. 36,58,15,275/- (Rupees Thirty-Six Crore Fifty-Eight Lakh Fifteen Thousand Two Hundred Seventy-Five Only).

As the management of the Company is considering a variation in one of the objects of the Letter of Offer with respect to finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries, the following disclosures are being made in compliances with Sections 27 and 13(8) of the Companies Act, 2013 read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 32 of the Companies (Incorporation) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the Company intends to utilize the proceeds raised for the capital expenditure and proposed expansion in the following manner:

**a) The original purpose or object of the Issue:**

<b>(Rs. In Lakhs)</b>							
<b>Sr. No.</b>	<b>Objects of the Issue</b>	<b>Original Amount</b>	<b>Amount Utilized</b>	<b>% of extent of achievement of the proposed Objects</b>	<b>Balance Amount</b>	<b>Revised Objects</b>	<b>Amount to be Utilised</b>
1.	To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries	770.00	0.00	0.00	770.00	Repayment of the outstanding loan availed by the Company from State Bank of India.	770.00
2.	Incremental Working Capital Requirements	1,787.00	1,787.00	100.00	0.00	-	-
3.	General Corporate Purpose	901.15	901.15	100.00	0.00	-	-
	<b>Net Proceeds from the issue</b>	<b>3,458.15</b>	<b>2,688.15</b>	<b>77.73</b>	<b>770.00</b>	<b>-</b>	<b>770.00</b>

**b) The total money raised:**

Pursuant to the Rights Issue, the Company raised an aggregate amount of Rs. 36,58,15,275/- (Rupees Thirty-Six Crore Fifty-Eight Lakh Fifteen Thousand Two Hundred Seventy-Five Only).

**c) The Money utilised for the objects of the Company stated in the Letter of Offer:**

Please refer to the point (a) above.

**d) The extent of achievement of proposed objects:**

Please refer to the point (a) above.

**e) The unutilized amount out of the money so raised through Letter of Offer:**

Please refer to the point (a) above.

**f) The particulars of the proposed variation in the terms of contracts referred to in the Letter of Offer or objects for which Letter of Offer was issued:**

The Company intends to vary the terms of one of the objects of the Letter of Offer, namely, "To finance expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries", for which the Company had raised an amount of Rs. 770.00 Lakhs in the Rights Issue, by using such funds for the proposed expansion to set up an Oil Mill Plant in Jotana, Mehsana, Gujarat.

**g) The reason and justification for seeking variation:**

The Company has reviewed the implementation status of the objects stated in the Letter of Offer and its present business requirements. Upon such review, the Board observed that the proposed capital expenditure towards Acquisition of Land, Construction of Oil Mill Plant & other civil works and Purchase of Plant & Machineries amounting to Rs. 770.00 Lakhs has not been undertaken and the management has decided to defer such procurement considering the current operational requirements and availability of alternate arrangements for project execution.

Subsequent to the Rights Issue and upon a review of the Company's financial position and business requirements, the Board of Directors has considered it prudent and commercially beneficial to prioritize the reduction of the Company's debt obligations. The Company has outstanding borrowings from State Bank of India amounting to Rs. 908.33 Lakhs.

Accordingly, with a view to strengthening the Company's balance sheet, reducing interest costs, improving cash flows, and enhancing overall financial flexibility, the Board has proposed to revise the utilization of the unutilized Rights Issue proceeds. The amount originally earmarked for acquisition of land, construction of the oil mill plant and other civil works, and purchase of plant and machinery aggregating to Rs. 770.00 Lakhs is proposed to be reallocated towards repayment of the outstanding loan facilities availed from State Bank of India. Notwithstanding such repayment, the Company will continue to avail and utilize the Cash Credit (CC) facility sanctioned by State Bank of India

**h) The proposed time limit within which the proposed varied objects would be achieved:**

The proposed varied object of repayment of the loan is expected to be achieved on or before 31<sup>st</sup> August, 2026. Subject to receipt of shareholders' approval, the Company shall immediately proceed with the repayment of the outstanding loan.

**i) The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue:**

The requirement of the above disclosure has been omitted with effect from 7<sup>th</sup> May, 2018.

**j) The risk factors pertaining to the new objects:**

The proposed variation in the object of the issue from financing expenditure towards acquisition of land, construction of the oil mill plant, other civil works, and purchase of plant and machinery to repayment of loan may result in deferment or modification of the Company's earlier expansion plans. While repayment of loan is expected to reduce the Company's debt obligations and finance costs and strengthen its financial position, the benefits arising from such utilization of funds may not result in immediate enhancement of the Company's operational capacity, profitability, or cash flows. Further, there can be no assurance that the reduction in indebtedness resulting from the proposed loan repayment will translate into improved financial performance, as the Company's future results will continue to be subject to various business, operational, and market risks.

**k) The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:**

The management is of the view that the proposed variation in one of the objects will ensure optimum utilization of Rights Issue Proceeds and maximize the return on investment for the shareholders. Additionally, the management foresees that the proposed variation will result in improvement of the earnings and cash flows of the Company in the long term.

The intention of the Board is to enhance shareholder value by ensuring that the proceeds of the issue are utilized in an adequate, efficient, and appropriate manner, which is expected to result in accretion to shareholder value. Accordingly, the Board recommends the proposed resolution for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution of this Notice except to the extent of their shareholdings in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

**Registered Office:**

613/P-1, IJ Pura (Jethaji) Dhanpura Road, Tal. Jotana,  
Mahesana, Gujarat India - 384 421

**By the order of the Board of  
Narmada Agrobases Limited**

**Place:** Ahmedabad  
**Date:** 29<sup>th</sup> June, 2026

**Sd/-  
Neerajkumar Sureshchandra Agrawal  
Chairman and Managing Director  
DIN: 06473290**