

NOTICE

NOTICE is hereby given that the **TWENTY THIRD (23RD) ANNUAL GENERAL MEETING** of the Members of **NARMADA BIO-CHEM LIMITED** will be held as under:

Date & Day : 30th September, 2024 - Monday

Time : 10:00 A.M.

Venue : "Narmada House", Plot No. 252, Tp No. 50, Nr. Sun Builders,
Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380054, Gujarat

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended on 31st March, 2024 that date together with the Reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Dineshbhai D. Patel (DIN: 01342571), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 75,000/- plus tax and out of pocket expenses payable to M/s. Hitesh Jain & Associates, Cost Accountants, who were appointed by the Board of Directors as Cost Auditors of the Company to conduct audit of the cost records of the Company for the Financial year 2024-25.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board,
For Narmada Bio-chem Limited
(CIN: U24219GJ2001PLC039235)**

**Place : Ahmedabad
Date : 10th September, 2024**

**Sd/-
Archita R. Kabra
Company Secretary**

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company’s Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company’s Registrar and Share Transfer Agent.
5. Members desiring any information as regards the annual accounts are requested to write to the Company at **commercial@nbclindia.com** at least 7 days before the date of the meeting, so as to enable the management to keep the information ready.
6. Members are requested to bring their copy of the annual report along with them to the Annual General Meeting.
7. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to this Notice.
8. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company or its RTA (in respect of shares held in physical mode) or to its Depository Participants, in respect of shares held in electronic mode.
9. All documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days (from Monday to Friday) except public holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get the audit of its Cost records conducted by a Cost Accountant in Practice.

For this purpose, the Board had in its meeting held on 27th June, 2024 approved the appointment of M/s. Hitesh Jain & Associates, Cost Accountants as Cost Auditors of the Company to conduct audit of the Cost Records of the Company for the Financial Year 2024-25. The Board had in consultation with the Auditors fixed a remuneration of Rs. 75,000/- plus tax and out of pocket expenses for the services rendered by the Cost Auditors.

However, pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the remuneration of Cost Auditors is required to be ratified by the members of the Company in the Annual General Meeting. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 3 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the Ordinary Resolution set out at Item no. 3 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, in passing of the above-mentioned resolution, except to the extent of their shareholding in the Company.

**By order of the Board,
For Narmada Bio-chem Limited
(CIN: U24219GJ2001PLC039235)**

**Place : Ahmedabad
Date : 10th September, 2024**

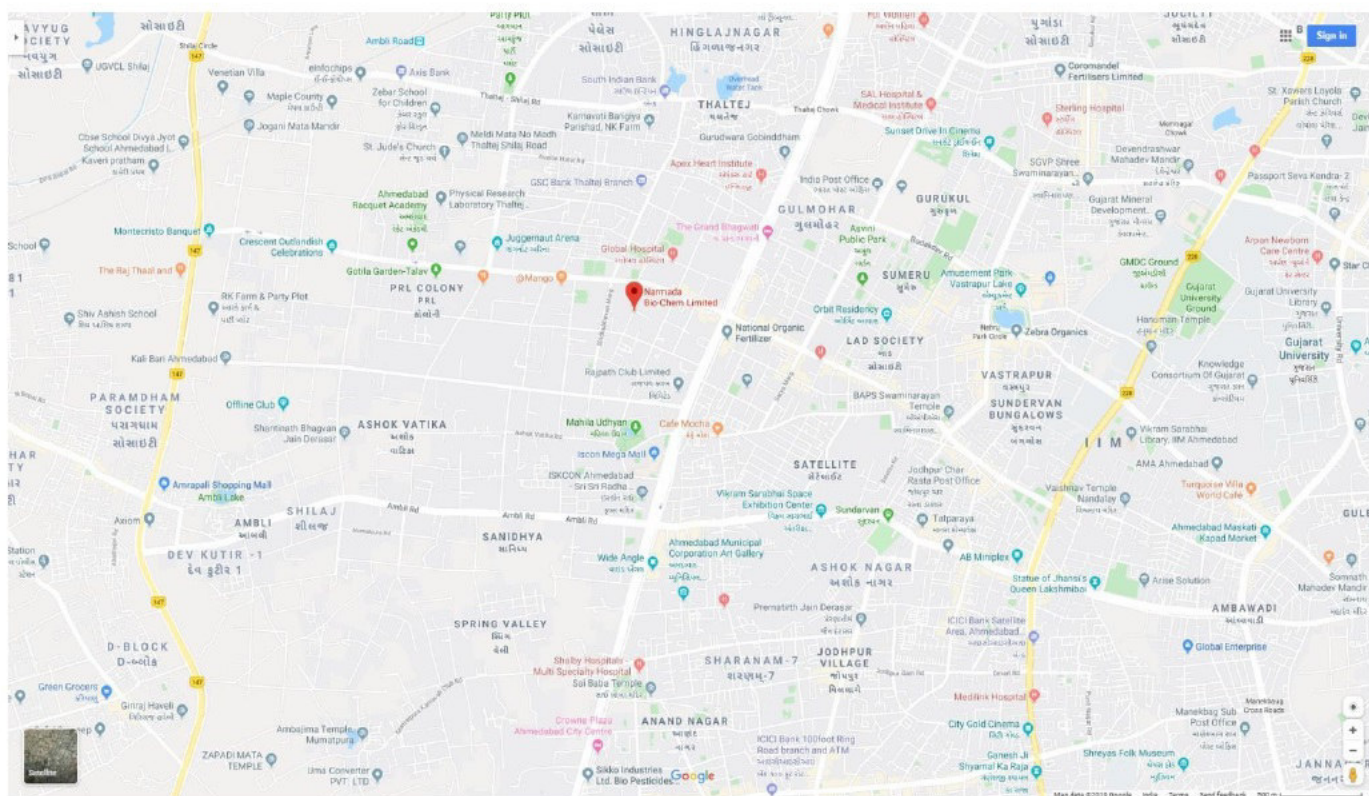
**Sd/-
Archita R. Kabra
Company Secretary**

ANNEXURE TO THE NOTICE

PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. Dineshbhai D. Patel
DIN	01342571
Age	54 years
Qualification	Matriculate
Experience & Expertise	Over 20+ years of experience in the fertilizer Industry with expertise in strategic decision making, business development, marketing etc.
Date of First appointment on the Board of the Company	07/02/2001
Shareholding in the Company	59,65,506 Equity shares
Terms & conditions of appointment	As per Resolution at item No. 2 of the Notice, Mr. Dineshbhai D. Patel is liable to retire by rotation & is proposed to be re-appointed as Director.
Remuneration last drawn	Rs. 13 Lakhs/- per month
No. of meetings of the Board attended during the year	13 (Thirteen)
List of Directorships held in other companies	1. Narmada Organics Private Limited 2. Adeshwar Distributors Pvt Ltd 3. Narmada Global Bio-chem Fertilisers Pvt Ltd
Membership /Chairmanship in Committees of other companies as on date	Nil
Relationships between directors inter-se	Mrs. Bhavnaben D. Patel – Spouse Mr. Sanjaybhai D. Kumbhani - Brother

ROUTE MAP FOR THE AGM VENUE



NARMADA BIO-CHEM LIMITED

CIN: U24219GJ2001PLC039235

Regd. Office: “Narmada House”, Plot No. 252, Tp No. 50,
Nr. Sun Builders, Sindhu Bhavan Road, Bodakdev,
Ahmedabad – 380054