

## NOTICE

**NOTICE** is hereby given that the **TWENTY SECOND (22<sup>ND</sup>) ANNUAL GENERAL MEETING** of the Members of **NARMADA BIO-CHEM LIMITED** will be held as under:

Date & Day : 30<sup>th</sup> September, 2023 - Saturday

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 31<sup>st</sup> March, 2023 that date together with the Reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Sanjaybhai D. Kumbhani (DIN: 03029446), 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 2023-24.

**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.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Himalay S. Kumbhani (DIN: 10210019), who was appointed as Additional Director of the Company w.e.f 28<sup>th</sup> June, 2023 and who

holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

**"RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sheo Naik Singh (DIN: 10295511), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years w.e.f 2<sup>nd</sup> September, 2023 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”


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

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

**Place : Ahmedabad  
Date : 25<sup>th</sup> September, 2023**

**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.

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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 28<sup>th</sup> June, 2022 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 2022-23. 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 2022-23.

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.

#### **ITEM NO. 4**

Mr. Himalay S. Kumbhani was appointed as an Additional Director w.e.f. 28<sup>th</sup> June, 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the members are required to regularize the aforesaid appointment and appoint Mr. Himalay S. Kumbhani as a Director on the Board of the Company. The Board feels that presence of Mr. Himalay S. Kumbhani on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Mr. Sanjaybhai D. Kumbhani, and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

#### **ITEM NOS. 5**

Mr. Sheo Naik Singh was appointed by the Board in their meeting as Additional (Independent) Director of the Company with effect from 2<sup>nd</sup> September, 2023 for a period of three years.

In the opinion of the Board, Mr. Sheo Naik Singh is a person of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and is independent of the management of the Company. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Pursuant to provisions of Section 149, 161 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Schedule IV, the appointment of Independent Directors is to be approved by the members of the Company in general meeting.

Accordingly, the Board recommends the resolutions set out at item no. 5 to be passed by the members of the Company as ordinary resolutions.

None of the Directors, except Mr. Sheo Naik Singh, and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

**Sd/-**

**Place : Ahmedabad  
Date : 25<sup>th</sup> September, 2023**

**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:

<b>Name of Director</b>	<b>Mr. Sanjaybhai D. Kumbhani</b>
<b>DIN</b>	03029446
<b>Age</b>	48 years
<b>Qualification</b>	Matriculate
<b>Experience &amp; Expertise</b>	Experience in handling the manufacturing process and production activities at the manufacturing units.
<b>Date of First appointment on the Board of the Company</b>	01/04/2018
<b>Shareholding in the Company</b>	4,76,150 Equity shares
<b>Terms &amp; conditions of appointment</b>	As per Resolution at item No. 2 of the Notice, Mr. Sanjaybhai D. Kumbhani is liable to retire by rotation & is proposed to be re-appointed as Director.
<b>Remuneration last drawn</b>	Rs. 1 Lakh/- per month
<b>No. of meetings of the Board attended during the year</b>	Seven
<b>List of Directorships held in other companies</b>	Nil
<b>Membership /Chairmanship in Committees of other companies as on date</b>	Nil
<b>Relationships between directors inter-se</b>	Mr. Dineshbhai D. Patel – Brother Mrs. Bhavnaben D. Patel – Brother’s Spouse Mr. Himalaybhai S. Kumbhani - Son