

# Notice

**NOTICE** is hereby given that the 10th Annual General Meeting of the members will be held on **Thursday, September 12, 2024** at 11.30 a.m. through Video Conferencing/Other Audio-Visual Means ("VC facility") to transact the following businesses:

## ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors along with annexures thereon.
2. To consider appointment of Mr. Jamankumar H Talavia (DIN: 01525356), who retires by rotation as a director and being eligible offers himself for reappointment.

## SPECIAL BUSINESS

3. **To re-appoint Mr. Dipak Bachubhai Kanparia (DIN: 06860678) as an Independent Director of the Company, and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 and the rules made there under ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 16(1)(b), 25(2A) and any other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Dipak Bachubhai Kanparia (DIN: 06860678), Independent Director of the Company, whose term of office as Independent Director will expire on September 30, 2024 and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from October 01, 2024 up to October 31, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **To re-appoint Shri Rameshbhai Ravajibhai Talavia (DIN: 01619743) as Chairman & Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), read with the Articles of Association of the Company and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, approval of the Members be and is hereby accorded to re-appoint Shri Rameshbhai Ravajibhai Talavia (DIN: 01619743) as Chairman & Managing Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e., with effect from March 06, 2025, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit;

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where, in any financial year the Company has no profits or its profits are inadequate, Company shall pay remuneration by way of salary, perquisites and allowances as specified in the explanatory statement subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise from time-to-time during the tenure of appointment of Shri Rameshbhai Ravajibhai Talavia, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Ratification of remuneration payable to Cost auditors of the Company for FY 2024-25:**

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

"**RESOLVED THAT** in accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other

applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to ratify the remuneration of ₹ 55,000/- plus Goods & Services Tax & re-imbursement of out-of-pocket expenses as decided by the Board of Directors based on the recommendation of the Audit Committee to M/s. Dalwadi & Associates, Cost Accountants, Ahmedabad (having Firm's Registration No. 000338) as Cost Auditor of the Company, for conducting the audit of the cost records of the Company for the Financial Year 2024-2025.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company, be and are hereby authorized for and on behalf of the Company to take all necessary actions to give effect to aforesaid resolution."

#### 6. Alteration of Article of Association of the Company:

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

**"RESOLVED THAT** pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, the consent of the Members of the Company be and is hereby accorded to amend the existing Articles of Association of the Company (AoA) in the manner provided below:

Clause no.	Existing Clause	Proposed Change	Amended Clause
2 (A) Definition	"Seal" means the common seal of the Company.	Deletion of clause	--
Article 83	The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock, and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, <b>under the Seal of the Company</b> , a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein.	Deletion of word 'Under the Seal of the Company'	The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock, and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein.

Clause no.	Existing Clause	Proposed Change	Amended Clause
Article 163 (xix)	At any time, and from time to time, by power of attorney, <b>under the Seal of the Company</b> , to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys, and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Share-holders, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them;	Deletion of word 'under the Seal of the Company'	At any time, and from time to time, by power of attorney, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys, and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Share-holders, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them.
Article 168	(i) The Board shall provide a Common Seal for the purposes of the Company, and shall have power, from time to time, to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal, for the time being, and that the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Common Seal of the Company shall be kept at its office or at such other place, in India, as the Board thinks fit. The seal, if any, shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of such persons as the Board may authorise for the purpose and as may be required under applicable law.	Deletion of clause	--

**RESOLVED FURTHER THAT** any Executive Director or the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

By Order of the Board of Directors  
**DHARMAJ CROP GUARD LIMITED**

Place: Ahmedabad  
Dated: July 26, 2024

Sd/-  
**Rameshbhai R Talavia**  
Chairman & Managing Director  
DIN: 01619743

## Notes

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 along with subsequent circulars issued in this regard and the latest dated September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/ Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Master Circular dated July 11, 2023 read with Circular dated October 07, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and MCA Circulars the AGM of the Company is being held through VC/OAVM, without the physical presence of the members at a common venue.
2. Statement pursuant to provisions of Section 102 of the Companies Act, 2013 is annexed hereto.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. September 05, 2024 only shall be entitled to avail the facility of remote e-Voting or e-Voting at the Meeting.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares.
5. Since this AGM is being held pursuant to the Circulars 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 AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. In line with the Circulars, the Annual Report for the Financial Year 2023-24 including Notice of the 10th AGM of the Company, inter alia, indicating the process and manner of e-Voting is being sent by Email, to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at [www.dharmajcrop.com](http://www.dharmajcrop.com) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited ("LIPL") at <https://instavote.linkintime.co.in>.
7. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to [evoting@parikh-dave.com](mailto:evoting@parikh-dave.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) and [cs@dharmajcrop.com](mailto:cs@dharmajcrop.com). Such Corporate Members are requested to refer 'General Guidelines for Members provided in this notice, for more information.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s).
10. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/documents/ Reports and other communications electronically to their e-mail address in future.
11. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended March 31, 2024 can send their queries at [cs@dharmajcrop.com](mailto:cs@dharmajcrop.com) at least 7 (Seven) days before the date of 10<sup>th</sup> AGM. The same will be replied by/on behalf of the Company suitably.
12. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. SEBI vide its circular dated May 30, 2022, has provided SOP effective from June 01, 2022, for resolving disputes between the Company and its all shareholders through the stock exchange arbitration mechanism. In furtherance to this, SEBI directed listed companies to inform its physical shareholders availability of said dispute resolution mechanism through emails or SMS on their mobile. Company has accordingly informed to its physical shareholders whose email ID or mobile no. registered with the Company regarding availability of said dispute resolution mechanism. Investor may note that the said SOP is available on the website of the stock exchange and the Company.
14. The Register maintained under Section 170 and Section 189 of the Act will be available electronically for inspection by the members during the AGM.

15. Further, the documents and registers are open for inspection at the registered office of the Company on all working days except Saturdays, Sundays and Public holidays between 11.00 a.m. to 5.00 p.m. up to the date of the AGM and also available electronically on the website of the Company as on the date of the AGM all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e September 12, 2024. Members seeking to inspect such documents can send an email to [cs@dharmajcrop.com](mailto:cs@dharmajcrop.com).
6. A member may participate in the Annual General Meeting even after exercising his right to vote through e-Voting but shall not be allowed to vote again.
7. Members who are present at the AGM, but have not cast their votes by availing the remote e-Voting facility, would be entitled to vote through evoting at the AGM.
8. Mr. Uday Dave failing him Mr. Umesh Parikh, Partner of Parikh Dave & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-Voting process and voting process at AGM in a fair and transparent manner.

## INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS

### Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Regulation 44 of the SEBI Listing Regulations and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 10th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by <https://instavote.linkintime.co.in>. The members shall refer to the detailed procedures on e-Voting attached herewith. Resolution(s) passed by members through e-Voting is/are deemed to have been passed as if they have been passed at the AGM.
2. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
5. The remote e-Voting period commences on 09<sup>th</sup> day of September 2024 (09:00 a.m.) and ends on 11<sup>th</sup> day of September, 2024 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05<sup>th</sup> day of September, 2024 may cast their vote electronically. The e-Voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
9. The result of e-Voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company: [www.dharmajcrop.com](http://www.dharmajcrop.com) and on the website of Link Intime Private Limited and communicated to the NSE and BSE.
10. Members who would like to express their views or ask questions during the AGM may register themselves at [cs@dharmajcrop.com](mailto:cs@dharmajcrop.com). The Speaker Registration will be open till September 09, 2024. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
11. Mrs. Malvika Kapasi, Compliance officer of the Company, Plot No. 408 to 411, Kerala GIDC Estate, Off NH-8, At: Kerala, Ta.: Bavla, Ahmedabad 382220, Gujarat, India shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-Voting. Her contact details are E-mail: [cs@dharmajcrop.com](mailto:cs@dharmajcrop.com), Phone No.: 079 29603735.

### Process and manner for attending the Annual General Meeting through InstaMeet

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
  - » Select the “**Company**” and ‘**Event Date**’ and register with your following details:
    - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
      - Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
      - Shareholders/members holding shares in **physical form shall provide** Folio Number registered with the Company
    - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

- » Click “Go to Meeting” (You are now registered for Insta Meet and your attendance is marked for the meeting).

### Instructions for Shareholders/Members to Speak during the Annual General Meeting through Insta Meet

- Shareholders who would like to speak during the meeting must register their request with the Company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-Voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
- Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on 'Submit'.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted

their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any

In case shareholders/ members have any queries regarding login/ e-Voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: Tel: 022-49186175.

### Remote e-Voting Instructions for shareholders

As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

- Individual Shareholders holding securities in demat mode with NSDL:
  - Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
  - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - 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. 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 e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The 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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  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 the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 the Company name or e-Voting service provider name i.e. LinkIntime India Private Limited and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

### Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below

Individual Shareholders of the Company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-Voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above;

\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above.

  - » Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - » Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-Voting. Select ‘**View**’ icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour/Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour/Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

## GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian/Mutual Fund/Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian/Mutual Fund/Corporate Body'** login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: Tel: 022 - 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 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 at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- » Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- » Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

### Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- » It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- » For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- » During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

By Order of the Board of Directors  
**DHARMAJ CROP GUARD LIMITED**

Place: Ahmedabad  
Dated: July 26, 2024

Sd/-  
**Rameshbhai R Talavia**  
Chairman & Managing Director  
DIN: 01619743

## STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### ITEM NO. 3

#### Re-appointment of Mr. Dipak B Kanparia as an Independent Director

The Members of the Company, at the Annual General Meeting, had approved the appointment of Mr. Dipak Kanparia as an Independent Director of the Company, whose term will expire on September 30, 2024. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Mr. Dipak B Kanparia, approximately 56 years old, brings over three decades of experience in the agrochemical sector. As the director and promoter of Dharmajivan Greentech Private Limited, a Company he founded ten years ago, he has profound expertise and has been instrumental in delivering extensive benefits to the board, Company, and stakeholders alike.

Brief details of Mr. Kanparia, the nature of his expertise and vast experience, with other details relating to his directorship, are annexed to this Notice. The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing his candidature for the office of Independent Director for a second term. The Company has received from Mr. Kanparia, his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Kanparia, as an Independent Director for a second term. Based on the recommendation of the NRC, and considering the reports of performance evaluation, Mr. Kanparia's skills, vast experience and deep knowledge of the industry and his contribution over the years as an Independent Director of the Company, the Board believes that Mr Kanparia's continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company. Your Directors recommend the resolution set forth in Item no. 3 for the approval of the Members, by passing the resolution as a Special Resolution. In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution.

In the opinion of the Board, Mr. Kanparia fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management. Copy of the draft letter of appointment of Mr. Dipak Kanparia as Independent Director, setting

out applicable terms and conditions, is available for inspection without any fee by the Members at the Registered Office of the Company, on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of Annual General Meeting.

Except for Mr. Dipak Kanparia to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

### ITEM NO. 4

The term of Shri Rameshbhai R Talavia as a Chairman and Managing Director will expire on March 05, 2025. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has reappointed Shri Rameshbhai R Talavia as the Chairman and Managing Director of the Company for a period of five years with effect from March 06, 2025, subject to approval of the members of the Company on the terms and conditions and remuneration as mentioned herein below.

Shri Rameshbhai R Talavia aged 55 years (approx.), a BSc. in Agriculture from Gujarat Agricultural University, and has over three decades of experience in agro chemical sector. He is associated with the Company since incorporation and further appointed as the Managing Director in year 2017.

Shri Rameshbhai R Talavia's visionary guidance has been instrumental in driving Company's remarkable growth. Throughout his tenure, including the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Shri Rameshbhai R Talavia as Chairman and Managing Director of the Company.

The material terms and conditions of the are as under:

1. Period of Agreement: March 06, 2025 to March 05, 2030

#### 2. Remuneration:

Basic Salary	4,00,000 per month
House Rent Allowance	1,60,000 per month
Special Allowance	3,82,507 per month
Bonus	8.33% per month of the Basic Salary

Insurance	Accident and Medclaim Insurance Premium of the Director and his dependents/ Parents and Children.
Reimbursement	Telephone Bills, Petrol Expenses, and others expenses relating to the Company subject to submission of receipts.
Other	In addition to above, Commission, other benefits like Gratuity, Provident fund, superannuation fund, leave entitlement, encashment of leave and other deferred benefits payable as per the rules of the Company.

He shall be entitled to an annual increment of up to 15% of his last drawn salary, as determined by the Board of Directors of the Company.

The terms of remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013, Rules made there under read with Schedule V to the Companies Act, 2013.

- 3. Other Condition:** Leave and other perquisites will be payable to him as per the Company Human Resource policy.

Notwithstanding anything to the contrary herein contained, where, in any financial year the Company, has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

Pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members is being sought for re-appointment and payment of remuneration to Shri Rameshbhai R Talavia as the Chairman and Managing Director of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and the rules made there under for his appointment as the Managing Director of the Company.

Shri Rameshbhai R Talavia has given required consent and disclosures to act as Managing Director of the Company and declaration in terms of Circulars by BSE and NSE stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

None of the Directors of the Company, Key Managerial Personnel (KMP) and their relatives except Mr. Rameshbhai

R. Talavia, himself and Mrs. Manjulaben R. Talavia, as his wife, are concerned or interested, financially or otherwise in the proposed resolution.

The Board of Directors of the Company recommends the Resolutions as set out in the accompanied Notice for approval of the members.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No 4 of the Notice.

The relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and public holidays) between 11:00 a.m. to 5.00 p.m. upto the last date of Annual General Meeting.

### ITEM NO. 5: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR FY 2024-25

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company and as per the applicable Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting. Accordingly, the Board of Directors has considered and approved the appointment of M/s. Dalwadi & Associates, Cost Accountants, Ahmedabad (having Firm's Registration No. 000338), as the cost auditor of the Company for the financial year 2024-25 at a remuneration of ₹ 55,000/- (Indian Rupees Fifty Five Thousand Only) plus applicable Goods & Services Tax and out of pocket expenses that may be incurred.

The approval of the Members is sought by way of Ordinary Resolution for ratification of the remuneration payable to the cost auditor for the financial year 2024-25.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested in the resolution.

### ITEM NO. 6: APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

Pursuant to the Companies (Amendment) Act, 2015 dated May 25, 2015 in the Companies Act, 2013 read with the Rules framed thereunder, the requirement of Common seal has now become optional for all companies. In order to facilitate operational convenience, it is proposed to alter the AOA by deleting and amending the clauses related to Common Seal in the AOA of the Company.

A copy of the existing AoA and altered AOA will be available for inspection of the Members at the registered office of the Company during the Business hours, up to the date of the Annual General Meeting.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required to approve alteration of Articles of Association of the Company.

The Board recommends passing of the Special resolution proposed at item no. 6 of this Notice.

None of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the resolutions as set out in Item Nos. 6 of the accompanying notice for the approval of the Members of the Company as Special Resolutions.

By Order of the Board of Directors  
**DHARMAJ CROP GUARD LIMITED**

**Place:** Ahmedabad  
**Dated:** July 26, 2024

Sd/-  
**Rameshbhai R Talavia**  
Chairman & Managing Director  
DIN: 01619743

## DETAILS OF DIRECTOR SEEKING REAPPOINTMENT PURSUANT TO CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD – 2 AND REGULATION 36 OF SEBI LODR REGULATIONS, 2015

### Information's required to be provided pursuant to be given under Companies Act, 2013 and Secretarial Standard

PARTICULARS	DIPAK B KANPARIA	JAMANKUMAR HANSARAJBHAI TALAVIA	RAMESHBHAI HANSARAJBHAI TALAVIA
DIN	06860678	01525356	01619743
Date of Birth	June 01, 1968	July 10, 1969	July 15, 1969
Age	56 years approx	55 years approx	55 years approx
Qualification	B.Tech (Agriculture Engineering), DCA (Diploma in Computer Application), Diploma in Finance Management	B.Sc. in Agriculture from Gujarat Agriculture University	B.Sc. in Agriculture from Gujarat Agriculture University
Date of Appointment	01-10-2019	19-01-2015	19-01-2015
General Information/ Brief Resume and Nature of expertise in specific functional areas	He holds a bachelor's degree in Technology (Agricultural Engineering) from Gujarat Agricultural University and diploma in Computer Applications from Datatech Computer and Diploma in Finance Management. He has also completed Management Development Programme in HR Skills for Non-HR Professional from Nirma University. Previously, he was working with Netafim Irrigation India Private Limited as AGM Sales and Marketing. He is also associated as Director with Dharmajivan Greentech Private Limited. He has over three decades of experience in various aspects of agro chemical industry.	He was working with E.I.D. Parry (India) Limited, Coromandel Fertilizers Limited and Crop Life Science Limited. He has been associated with our Company since its incorporation. He heads the manufacturing and purchase processes at our manufacturing facility. He was awarded the Best Marketing Representative by Parrys, Certificate of Merit at Coromandel – Godavari Meet 2007 and Diamond Market Representative Award by EID Parry-Coromandel Fertilizers. He has over three decades of experience in various aspects of agro chemical industry.	He holds a bachelor's degree in Science (Agriculture) from the Gujarat Agricultural University. Previously, he was working with E.I.D. Parry (India) Limited as Senior Marketing Officer and Crop Life Science Limited as Director. He has over three decades of experience in various aspects of agro chemical industry.
Directorship in another companies as on 31.03.2024 alongwith details of listed entities from which they have resigned in the past 3 years.*	Nil	Nil	Nil
Committee membership in other companies and names of listed entities in which the person also holds the membership of Committees of the board along with listed entities from which the person has resigned in the past three years*	Nil	Nil	Nil
Number of shares held in the Company	-	8,262,355	9,014,587
Relationship between director inter-se	None	Rameshbhai R Talavia and Jamankumar H Talavia, both are cousins to each other	Rameshbhai R Talavia and Jamankumar H Talavia, both are cousins to each other

Terms & Conditions of appointment/ re-appointment	As mentioned in the notice and explanatory statement	As per last approved	As mentioned in the notice and explanatory statement
Remuneration last drawn (₹)	0.02 Millions	4.39 Millions	5.62 Millions
Board Meeting attended during the year (2023-2024) out of 07	7	7	7
The justification for choosing the appointee for appointment as Independent Directors	As he meet the Criteria of Independence as per Section 149(6) of Companies Act	NA	NA

\*Excludes the Private Limited Companies, Foreign Companies and Companies regd. under Section 8 of the Companies Act, 2013.