

Narmada Macplast Drip Irrigation Systems Ltd.

Regd Office : Plot No. 119-120, Santej- Vadsar Road, At. Santej, Taluka : Kalol, Dist.: Gandhinagar : 382721
Phone No. 079-27498670 Website: www.narmadadrip.com
CIN: L25209GJ1992PLC017791

: Notice :

Notice is hereby given that the 1st Extra Ordinary General Meeting of the Members of **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED** will be held on Saturday, 31st August 2024 at 11:30 AM at the Registered Office of the Company at Plot No. 119-120, Santej-Vadsar Road, At. Santej, Taluka: Kalol, Dist. Gandhinagar, Gujarat-382721.

to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve the sale of land of the Company of 11111.35 sq. mtr at Santej to the Director of the Company (i) Vrajlal J. Vaghasia and (ii) Jiten Vrajlal Vaghasia.

Resolution to be passed under Section 180 (1) (a) of the Companies Act, 2013 to lease sell, transfer, convey, assign or otherwise dispose of the Company's immovable property i.e. land of 11111.35 sq. mtr at Santej.

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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose),

- to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property as the case may be, in particular the piece and parcel of land admeasuring 11111.35 sq. mtr at Santej with a clear and marketable title free from all encumbrances and claims (hereinafter referred to as “the said property”) to the Director of the Company (i) Vrajlal J. Vaghasia and (ii) Jiten Vrajlal Vaghasia., for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, matters deeds, and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing executing and registering the necessary documents including sale deed, agreement for sale, and irrevocable powers of attorney, etc. and such other document(s) as may be necessary or expedient in its discretion and in the best interest of the Company.

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2. To consider and approve the transaction with Related Party Transaction pursuant to Section 188(1)(b) of the Companies Act 2013. To consider and if thought fit to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 188(1)(b) of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, and subject to the approval of shareholders and subject to such other approvals, permission and consents as may be required the consent be and is hereby accorded for entering into a Related Party Transaction on Arm's Length Basis with NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED, the copy of which is laid before the meeting and initialled by the Chairman for the purpose of identification and that the said transaction be executed by signature of any two directors of the company.

RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or reenacted from time to time) read with rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, any of the Director or Authorised Person of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.”

By Order of the Board

For, NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED


JITEN VRAJLAL VAGHASIA
WHOLE TIME DIRECTOR

DIN: 02433557

Date: 05/08/2024.

Place: Gandhinagar



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in

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the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.

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. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 10.00 a.m. and 4.00 p.m. up to the date of the Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Notice of 1st Extra Ordinary General Meeting and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Notice of 1st Extra ordinary General Meeting and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Register of Members and Share Transfer Books will remain closed from Saturday, 24th August 2024 to Saturday 31st August 2024 (Both days inclusive).
7. The Shareholders are requested to immediately inform the Company's registrars and share transfer agent viz. Purva Share registry P Ltd, regarding changes, if any in their registered address with the PIN Code number.
8. E-voting:
The remote e-voting period begins on Wednesday, 28th August 2024 at 09:00 A.M. and ends on Friday, 30th August 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial

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Owners as on the record date (cut-off date) i.e. 23rd August 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd August 2024.

Ms. Payal Dhamecha, Proprietor of M/s Payal Dhamecha & Associates, Company Secretaries, 340, Yash Arian Commercial Complex Nr. Reliance Smart Memnagar, Ahmedabad-380052 who had consented to act as the Scrutinizer, was appointed by the Board of Directors as the Scrutiniser to scrutinize the voting process (electronically or otherwise) for the 1st Extra Ordinary General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorized by him in writing.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020, on the 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.	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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your

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	<p>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</p> <p>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 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> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to</p>

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	<p>see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at</p> <p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting & voting during the meeting.</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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-

Correspondence Address : **A-16, Parul Nagar Society, 1st Flr, Bhuyangdev Char Rasta, Sola Road, Ghatlodia, Ahmedabad : 380 061**

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23058738 or 022-23058542-43

B) Login Method for e-Voting 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?

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, 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.

Your User ID details are given below:

Manner of holding shares i.e. Demat 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

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is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

How to retrieve your 'initial password'?

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'.

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

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

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.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

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

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

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

Step 2: Cast your vote electronically and join General Meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meetings on NSDL e-Voting system?

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 and General Meeting is in active status.

Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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

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.

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

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

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

General Guidelines for shareholders

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 cspayald1314@gmail.com with a copy marked to evoting@nsdl.co.in.

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.

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 to reset the password.

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 or

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call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

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 support@purvashare.com/narmadadrip@gmail.com.

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 support@purvashare.com/narmadadrip@gmail.com. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

9. Members, who do not have access to e-voting facility, may cast their vote by sending duly signed ASSENT / DISSENT FORM FOR VOTING ON EGM RESOLUTIONS.

ASSENT / DISSENT FORM FOR VOTING ON EGM RESOLUTIONS is annexed to this Notice.

Contact Details:

- Company: NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LTD
- Regd. Office: Plot No.119-120, Santej Vadsar Road Near Alex Cable At. Santej, TI. Kalol, Gandhinagar-382721.
- CIN: L25209GJ1992PLC017791
- Phone: (079) 27498670

Correspondence Address : **A-16, Parul Nagar Society, 1st Flr, Bhuyangdev Char Rasta, Sola Road, Ghatlodia, Ahmedabad : 380 061**

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- E-mail ID: narmadadrip@gmail.com
- Registrar and Transfer Agent: PURVA SHAREGISTRY PVT LTD, Unit no. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011. Phone: (022) 23016761
- E-mail: purvashr@gmail.com
- e-Voting Agency: National Securities Depository Limited
- E-mail ID: evoting@nsdl.co.in
- Scrutinizer: Payal Dhamecha, Proprietor of M/s Payal Dhamecha & Associates, Ahmedabad, Company Secretaries
- E-mail ID: cspayald1314@gmail.com

By Order of the Board

For **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**

Sd/-
JITEN VRAJLAL VAGHASIA
WHOLE TIME DIRECTOR
DIN: 02433557
Date: 05/08/2024.
Place: Gandhinagar



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

Item no. 1:

The Company intends to reduce its debts by disposing of some of its non-core assets. The Company has identified properties which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for disposal by way of Special Resolution. Approval of members is sought for: - to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property being all that piece and parcel of land admeasuring land of 11111.35 sq. mtr at Santej and together with a clear and marketable title free from all encumbrances and claims. The consideration to be received on said lease and/or sale, assignment or sale of above property shall be utilized by the Company for general corporate purposes. In view of the same, the Board of Directors at its meeting held on 31st July 2024 had subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property as stated above in the best interest of the Company.

The property is being sold to the Directors of the Company i.e. Mr. Vrajlal Vaghasia and Mr. Jatin Vaghasia, except this none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

Item No. 2:

The Company enter into transaction with the related party for sale/dispose of Company's immovable property being all that piece and parcel of land admeasuring land of 11111.35 sq. mtr at Santej and together with a clear and marketable title free from all encumbrances and claims. As the approximate amount of indicative transaction is Rs. 5,16,66,615/- (Five crore sixteen lakhs sixty six thousand six hundred fifteen Only) therefore according to Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, approval of shareholders is also required for entering to transaction for sale/dispose of Company's immovable property, directly or through appointment of agent is amounting to ten percent or more of the turnover of the company as mentioned in clause (d) and clause (e) respectively of subsection (1) of section 188. For this purpose, we are hereby according consent of members on the matter.

Correspondence Address : **A-16, Parul Nagar Society, 1st Flr, Bhuyangdev Char Rasta, Sola Road, Ghatlodia, Ahmedabad : 380 061**

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The property is being sold to the Directors of the Company i.e. Mr. Vrajlal Vaghasia and Mr. Jatin Vaghasia, except this none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution of the Notice for approval of the members by a Ordinary Resolution.

By Order of the Board

For **NARMADA MACPLAST DRIP IRRIGATION SYSTEMS LIMITED**


JITEN VRAJLAL VAGHASIA
WHOLE TIME DIRECTOR
DIN: 02433557
Date: 05/08/2024.
Place: Gandhinagar.

