



079 46005570



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Regd. Office :  
A-1007,Sankalp Iconic Tower,  
Opp, Vikram Nagar,Iscon Temple Cross Road,  
S.G.Highway, Ahmedabad 380054,Gujarat,India

GST NO : 24AAACN6841KIZD | CIN : L24299GJ1992PLC018210

November 26, 2024

To,  
BSE Limited  
P.J Towers, Dalal Street  
Mumbai - 400001  
Script Code: 543207

To,  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700 001  
Scrip Code: 24151

**Subject:** Subject: Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the board meeting outcome held today i.e. November 26, 2024 at 02:00 P.M. at its Registered office at address at 1007, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad, Gujarat, 380054, and approved the matter:

**Ref.: Submission of 2<sup>nd</sup> corrigendum/errata to the notice of EOGM Notice dated October 30, 2024**

Dear Sir/Madam,

We hereby inform you that meeting of the Board of Directors of the Natural Biocon (India) Limited held on today i.e. November 26, 2024 at 2:00 P.M. at its Registered office at address at 1007, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, , Ahmedabad, Gujarat, 380054, transacted and approved the following matters: 1) Noted the change of allottees and necessary correction in the Resolution and Explanatory Statement of Resolution No. 05 of Notice of Extra Ordinary General Meeting dated October 30, 2024 which was circulated to shareholders dated November 04, 2024, and approved the 2<sup>nd</sup> corrigendum/errata to the notice of EGM dated October 30, 2024, for EGM scheduled to be held on Friday, 29<sup>th</sup> November, 2024 at 11:00 A.M. with respect to the correction of list of allottees (i.e M/s. Sanjay Arunkumar Choksi HUF is replaced with M/s. Tipkock Technologies Private Limited and Sagar Sanjaykumar Chokshi is replaced with Prayag Shailesh Kadakia) and other necessary changes in Resolution No. 05 and explanatory statement of the said notice. 2) Authorised to Managing Director/Directors to issue corrigendum/errata Notice of Extra Ordinary General Meeting of the Company scheduled to be held on Friday, 29<sup>th</sup> November, 2024 at 11:00 A.M. to the Shareholders and complete other necessary formalities in this respect.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Natural Biocon (India) Limited**

**Arunkumar Dashrathbhai Prajapati**  
Managing Director  
DIN: 08281232

Encl. as above

## 2<sup>ND</sup> CORRIGENDUM/ERRATA TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING

2<sup>ND</sup> CORRIGENDUM/ERRATA TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF NATURAL BIOCON (INDIA) LIMITED WILL BE HELD ON FRIDAY, 29<sup>TH</sup> NOVEMBER, 2024 AT 11:00 A.M. AT REGISTERED OFFICE OF THE COMPANY AT A/1007, SANKALP ICONIC, OPP. VIKRAM NAGAR, ISCON TEMPLE CROSS ROAD, S. G. HIGHWAY, AHMEDABAD, GUJARAT, 380054, to transact the business matters stated in the Original Notice of Extra-Ordinary General Meeting dated 30<sup>th</sup> October, 2024 and this corrigendum/errata to the Notice of Extra-Ordinary General Meeting issued by the Company to the Shareholders.

The Company is issuing this corrigendum/erratum in respect of the following matters forming part of Resolution no. 05 and 06 and its Explanatory Statement annexed hence the Notice of EOGM dated 30<sup>th</sup> October, 2024, shall be read along with this to the notice of EOGM.

This corrigendum/errata to the notice of EOGM is with respect to provide details for correction of list of allottees (i.e M/s. Sanjay Arunkumar Choksi HUF is replaced with M/s. Tipkock Technologies Private Limited and Sagar Sanjaykumar Chokshi is replaced with Prayag Shailesh Kadakia), due to inadvertently typographical error in list of allottees in Resolution No.05 and necessary corrections in original notice dated October 30, 2024, therefore the board of Directors in its meeting has approved this 2<sup>nd</sup> corrigendum/errata to the notice of EGM (providing details of list of allottees of Resolution No.05 and other necessary changes in Resolution and explanatory statement of Resolution No. 05 to the EGM notice dated 30<sup>th</sup> October, 2024, as per the query and observation received from BSE Limited against our In-principle application for preferential issue of Equity Shares as stated in the Resolution No. 05 and its explanatory statement given in the notice of EGM, therefore the Board of directors approved the corrections/addition in the notice of EGM and proposed to the Shareholder considering this information in the EGM for passing the Resolution No. 05.

### SPECIAL BUSINESS:

#### ITEM No. 05

#### TO ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR ACQUISITION OF 1,09,94,063 SHARES OF I.E. 100% SHAREHOLDING OF M/S. WESTERN AGROTECH INNOVATIVE LIMITED ("WAIL") FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):

To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("SEBI ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 ("SEBI LODR Regulations"), (iv) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by 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 have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 2,19,88,126 equity shares of the Company of face value of Re. 10/-each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to the shareholders at a price of Rs. 14/-

(including premium of Rs. 4/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 30,78,33,764/- (Rupees Thirty Crore Seventy Eight Lakhs thirty Three Thousand Seven Hundred Sixty Four Only) ("Purchase Consideration") for the acquisition of 1,09,94,063 equity shares ("Sale Shares") of M/s. Western Agrotech Innovative Limited ("WAIL") from the Proposed Allottees at a price of Rs. 28/- (Rupees Twenty Eight Only) per equity share of WAIL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/Trust /Banks
1	Mangesh Kashinath Kamble	Individual	41,87,600	Non Promoter	Not applicable
2	Arunkumar Dashrathbhai Prajapati HUF	(i) Arunkumar Dashrathbhai Prajapati (ii) Hetal Arunkumar Prajapati	25,00,000	Non Promoter	Not applicable
3	Hetal Arunkumar Prajapati	Individual	24,80,126	Non Promoter	Not applicable
4	Thirdspace International Private Limited	(i) Mohammed Kasim Zareef Qureshi (ii) Vikram Arjun Zambare	40,00,000	Non Promoter	Not applicable
5	Avinash Maruti Surovase	Individual	44,98,050	Non Promoter	Not applicable
6	M/s. Tipkock Technologies Private Limited	(i) Abhijeet Vasant Gaikwad (ii) Nagesh Kumar Shastri	21,82,350	Non Promoter	Not applicable
7	Prayag Shailesh Kadakia	Individual	21,40,000	Non Promoter	Not applicable

**"RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 30<sup>th</sup> October, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer."

**"RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- (a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- (b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, WAIL and Proposed Allottees, subject to approval by the board of directors of the Company;
- (c) No partly paid-up Equity Shares shall be issued and allotted;



- (d) Allotment of the Equity Shares shall only be made in dematerialised form;
- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- (g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

**“RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. Brajesh Gupta, Practicing Company Secretary certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Arunkumar Dashrathbhai Prajapati, Managing Director and /or Ms. Darshangi Manish Patel, Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

#### ITEM NO. 06

**TO ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR ACQUISITION OF 33,52,568 I.E. 84.59% SHAREHOLDING OF M/S. TRENDYTACTICS MARKETING PRIVATE LIMITED ("TMPL") SHARES FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):**

**To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as

amended ("SEBI ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015("SEBI LODR Regulations"), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ('SEBI'), Reserve Bank of India ('RBI'), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by 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 have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 3,35,25,680 equity shares of the Company of face value of Re. 10/-each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to the shareholders at a price of Rs. 14/- (including premium of Rs. 4/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. /- (Rupees Forty Six Crore Ninety Three Lakhs Fifty Nine Thousand Five Hundred Twenty Only) ("Purchase Consideration") for the acquisition of 33,52,568 equity shares ("Sale Shares") of M/s. Trendytactics Marketing Private Limited ("TMPL") from the Proposed Allottees at a price of Rs. 140/- (Rupees One Hundred Forty Only) per equity share of TMPL, on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S. No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/ME/FI/Trust/Banks
1	Aventez Media & Technologies Limited	(i) Rishabh Shashikant Nirbhavne (ii) Ram Ashish Nandlal Gupta (iii) Nitin Minocha (iv) Ritu Minocha (v) Rajendra Dattaram Korde	38,00,000	Non Promoter	Not applicable
2	Espeon Consulting Private Limited	(i) Viraunique Realtors Limited (a) Rajendra Dattaram Korde (ii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	69,71,420	Non Promoter	Not applicable
3	Rich Pockets Online Services Limited	(i) Sejal Shah (ii) Hashmukh Shah (iii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	45,57,140	Non Promoter	Not applicable
4	Satyasur Marketing Private Limited	(i) Sattar Singh Solanki (ii) Suraj Satyadev Singh	60,00,000	Non Promoter	Not applicable
5	Dev Ganpat Pawar	Individual	67,68,560	Non Promoter	Not applicable

6	Synematic Media And Consulting Private Limited	(i) Anand V. Mode (ii) Pramod R. Sharma	54,28,560	Non Promoter	Not applicable
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**“RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 30<sup>th</sup> October, 2024, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- (h) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- (i) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, TMPL and Proposed Allottees, subject to approval by the board of directors of the Company;
- (j) No partly paid-up Equity Shares shall be issued and allotted;
- (k) Allotment of the Equity Shares shall only be made in dematerialised form;
- (l) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- (m) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- (n) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

**“RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. Brajesh Gupta, Practicing Company Secretary certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Arunkumar Dashrathbhai Prajapati, Managing Director and /or Ms. Darshangi Manish Patel, Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”



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“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

By Order of the Board of Directors

Sd/-

Arunkumar Dashrathbhai Prajapati

Managing Director

DIN: 08281232

Place: Ahmedabad

Date: 26/11/2024

Registered Office:

1007, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway,

Ahmedabad - 380054

CIN: L24299GJ1992PLC018210

Website: [www.naturalbiocon.com](http://www.naturalbiocon.com)

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**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

**ITEM: 05**

**TO ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR ACQUISITION OF 1,09,94,063 SHARES OF I.E. 100% SHAREHOLDING OF M/S. WESTERN AGROTECH INNOVATIVE LIMITED ("WAIL") FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):**

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

- **Objects of this issue:**  
To acquire 1,09,94,063 equity shares of M/s. Western Agrotech Innovative Limited ("WAIL") equivalent to 100% of paid-up share capital of WAIL.
- **Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:**  
Mr. Arunkumar Dashrathbhai Prajapati, Managing Director of the Company is *Karta* of Arunkumar Dashrathbhai Prajapati HUF and Ms. Hetal Arunkumar Prajapati, wife of Managing Director of the Company intends to subscribe in the proposed issue of Equity Shares, as the said persons are the shareholders of M/s. Western Agrotech Innovative Limited ("WAIL").
- **Maximum number of specified securities to be issued:**  
The Company intends to issue a maximum of 2,19,88,126 equity shares of face value Re. 10/- per share at a price of Rs.14/- (including premium of Rs. 4/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.
- **The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

S.No	Category	Pre-issue		Post-Issue*	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' holding:</b>				
	Individual	24,13,000	9.36%	24,13,000	2.97%
	Body-Corporate	-		-	
	<b>Sub total (A)</b>	24,13,000	9.36%	24,13,000	2.97%
<b>B</b>	<b>Non Promoters' holding:</b>		0.00%		
	Individual	85,44,867	33.14%	2,86,19,203	37.89%
	Body-Corporate	1,45,51,437	56.44%	4,74,90,907	55.73%
	Others (including HUF, NRI)	2,73,496	1.06%	27,73,496	3.41%
	<b>Sub Total (B)</b>	<b>2,33,69,800</b>	<b>90.64%</b>	<b>7,88,83,606</b>	<b>97.03%</b>
	<b>GRAND TOTAL (A+B)</b>	<b>2,57,82,800</b>	<b>100.00%</b>	<b>8,12,96,606</b>	<b>100.00%</b>



**\*Post Preferential Issue % holding has been calculated considering the following:**

(i) the proposed issuance of 2,19,88,126 equity shares of face value Re. 10/- per share at a price of Rs.14/- (including premium of Rs. 4/- per share) of the Company, as approved by the Board of Directors at its meeting held on October 30, 2024, subject to the approval of shareholders: Resolution No. 05 (Acquisition of 1,09,94,063 shares of i.e. 100% shareholding of M/s. Western Agrotech Innovative Limited ("WAIL") for consideration other than cash).

(ii) the proposed issuance of 3,35,25,680 equity shares of face value Re. 10/- per share at a price of Rs.14/- (including premium of Rs. 4/- per share) of the Company, as approved by the Board of Directors at its meeting held on October 30, 2024, subject to the approval of shareholders: Resolution No. 06 acquisition of 33,52,568 i.e. 84.59% shareholding of M/s. Trendytactics Marketing Private Limited ("TMPL") shares for consideration other than

• **Proposed time within which the preferential issue shall be completed:**

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

• **The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:**

Sr. No.	Name of the proposed allottee	The name of natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue (Refer Note 1below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Mangesh Kashinath Kamble	Individual	Non-Promoter	-	-	41,87,600	Non-Promoter	41,87,600	5.15%
2	Arunkumar Dashrathbhai Prajapati HUF	(i) Arunkumar Dashrathbhai Prajapati (ii) Hetal Arunkumar Prajapati	Non-Promoter	-	-	25,00,000	Non-Promoter	25,00,000	3.08%
3	Hetal Arunkumar Prajapati	Individual	Non-Promoter	-	-	24,80,126	Non-Promoter	24,80,126	3.05%
4	Thirdspace International Private Limited	(i) Mohammed Kasim Zareef Qureshi (ii) Vikram Arjun Zambare	Non-Promoter	-	-	40,00,000	Non-Promoter	40,00,000	4.92%
5	Avinash Maruti Surovase	Individual	Non-Promoter	-	-	44,98,050	Non-Promoter	44,98,050	5.53%
6	M/s. Tipkock Technologies Private Limited	(i) Abhijeet Vasant Gaikwad (ii) Nagesh Kumar Shastri	Non-Promoter	-	-	21,82,350	Non-Promoter	21,82,350	2.68%
7	Prayag Shailesh Kadakia	Individual	Non - Promoter	-	-	21,40,000	Non - Promoter	21,40,000	2.63%

• **Lock in period:**

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive

Agreement (if any) subject to approval by the board of directors of the Company.

• **Change in the control, if any:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

• **Price of the issue: -**

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 14/- (Rupees Fourteen Only) per share (including premium of Rs. 4/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at [www.naturalbiocon.com](http://www.naturalbiocon.com).

• **Relevant Date:**

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 30<sup>th</sup> October, 2024.

• **Compliance Certificate from Practicing Company Secretary:**

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: [www.naturalbiocon.com](http://www.naturalbiocon.com).

• **Undertakings**

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

• **Willful Defaulter or Fraudulent Borrower**

Neither the issuer nor any of or its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution, other than Mr. Arunkumar Dashrathbhai Prajapati, Managing Director of the Company is *Karta* of Arunkumar Dashrathbhai Prajapati HUF and Ms. Hetal Arunkumar Prajapati, wife of Managing Director of the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to date of EOGM.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval of Members.

**Item No: 6**

**TO ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR ACQUISITION OF 33,52,568 I.E. 84.59% SHAREHOLDING OF M/S. TRENDYTACTICS MARKETING PRIVATE LIMITED ("TMPL") SHARES FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):**

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:

- Objects of this issue:**  
To acquire 33,52,568 equity shares of M/s. Trendytactics Marketing Private Limited ("TMPL") equivalent to 84.59% of paid-up share capital of TMPL.
- Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:**  
None of Promoters Director/ Key Management persons of the Company intends to subscribe in the proposed issue of Equity Shares.
- Maximum number of specified securities to be issued:**  
The Company intends to issue a maximum of 3,35,25,680 equity shares of face value Re. 10/- per share at a price of Rs.14/- (including premium of Rs. 4/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.
- The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

S.No	Category	Pre-issue		Post-Issue*	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' holding:</b>				
	Individual	24,13,000	9.36%	24,13,000	2.97%
	Body-Corporate	-		-	
	<b>Sub total (A)</b>	24,13,000	9.36%	24,13,000	2.97%
<b>B</b>	<b>Non Promoters' holding:</b>		0.00%		
	Individual	85,44,867	33.14%	2,86,19,203	37.89%
	Body-Corporate	1,45,51,437	56.44%	4,74,90,907	55.73%
	Others (including HUF, NRI)	2,73,496	1.06%	27,73,496	3.41%
	<b>Sub Total (B)</b>	<b>2,33,69,800</b>	<b>90.64%</b>	<b>7,88,83,606</b>	<b>97.03%</b>
	<b>GRAND TOTAL (A+B)</b>	<b>2,57,82,800</b>	<b>100.00%</b>	<b>8,12,96,606</b>	<b>100.00%</b>

\* Post Preferential Issue % holding has been calculated considering the following:

(i) the proposed issuance of 2,19,88,126 equity shares of face value Re. 10/- per share at a price of Rs.14/- (including premium of Rs. 4/- per share) of the Company, as approved by the Board of Directors at its meeting held on October 30, 2024, subject to the approval of shareholders: Resolution No. 05 (Acquisition of 1,09,94,063 shares of i.e. 100% shareholding of M/s. Western Agrotech Innovative Limited ("WAIL") for consideration other than cash).

(ii) the proposed issuance of 3,35,25,680 equity shares of face value Re. 10/- per share at a price of Rs.14/- (including premium of Rs. 4/- per share) of the Company, as approved by the Board of Directors at its meeting held on October 30, 2024, subject to the approval of shareholders: Resolution No. 06 acquisition of 33,52,568 i.e. 84.59% shareholding of M/s. Trendytactics Marketing Private Limited ("TMPL") shares for consideration other than

- Proposed time within which the preferential issue shall be completed:**

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

- The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:**

Sr. No.	Name of the proposed allottee	The name of natural persons who are ultimate beneficial owner	Pre-Issue			Number of Equity Shares proposed to be allotted	Post-Issue (Refer Note 1below)		
			Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)		Category (Promoter /Non-Promoter)	No. of Shares	Percentage holding (%)
1	Aventez Media & Technologies Limited	(i) Rishabh Shashikant Nirbhavne (ii) Ram Ashish Nandlal Gupta (iii) Nitin Minocha (iv) Ritu Minocha (v) Rajendra Dattaram Korde	Non-Promoter	-	-	38,00,000	Non-Promoter	38,00,000	4.67%
2	Espeon Consulting Private Limited	(i) Viraunique Realtors Limited (a) Rajendra Dattaram Korde (ii) Zylo Enterprises Private Limited: (a) Nitin Minocha (b) Ritu Minocha	Non-Promoter	-	-	69,71,420	Non-Promoter	69,71,420	8.58%
3	Rich Pockets Online Services Limited	(i) Sejal Shah (ii) Hashmukh Shah (iii) Zylo Enterprises Private Limited (a) Nitin Minocha (b) Ritu Minocha	Non - Promoter	-	-	45,57,140	Non - Promoter	45,57,140	5.61%
4	Satyasur Marketing Private Limited	(i) Sattar Singh Solanki (ii) Suraj Satyadev Singh	Non-Promoter	-	-	60,00,000	Non-Promoter	60,00,000	7.38%
5	Dev Ganpat Pawar	Individual	Non-Promoter	24,210	0.09%	67,68,560	Non-Promoter	67,92,770	8.35%
6	Synematic Media And Consulting Private Limited	(i) Anand V. Mode (ii) Pramod R. Sharma	Non-Promoter	-	-	54,28,560	Non-Promoter	54,28,560	6.68%

- Lock in period:**

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

• **Change in the control, if any:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

• **Price of the issue: -**

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 14/- (Rupees Fourteen Only) per share (including premium of Rs. 4/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at [www.naturalbiocon.com](http://www.naturalbiocon.com).

• **Relevant Date:**

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 30<sup>th</sup> October, 2024.

• **Compliance Certificate from Practicing Company Secretary:**

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306) of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: [www.naturalbiocon.com](http://www.naturalbiocon.com).

• **Undertakings**

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The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to date of EOGM.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval of Members.

**By Order of the Board of Directors**  
Sd/-

**Arunkumar Dashrathbhai Prajapati**  
Managing Director  
DIN: 08281232

Place: Ahmedabad

Date: 26/11/2024

Registered Office:

1007, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway,  
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