

# Elegant Floriculture & Agrotech (India) Limited

101, Sagarika, 89, Juhu Tara Road,  
Santacruz (W), Mumbai – 400 049.  
T : +91-9821098284

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Date: 18<sup>th</sup> October, 2022

To,  
**BSE Limited**  
Department of Corporate Service,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Ref: Elegant Floriculture & Agrotech (I) Limited**  
**Script Code: 526473**

**Sub: Notice of the 01/2022-23 Extra Ordinary General Meeting of the Company**

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find attached herewith Notice of the 01/2022-23 Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on Saturday, 12<sup>th</sup> November, 2022 at 10:30 a.m. at the Registered Office of the Company situated at 101, Sagarika CHS Ltd., Plot No. 89, Juhu Tara Road, Opp. Palm Grove Hotel, Santacruz (West), Mumbai - 400 049.

Kindly take the same on your records.

Thanking you.

Yours faithfully,  
**For Elegant Floriculture & Agrotech (India) Limited**

Pawankumar  
Basudev  
Agarwal

Digitally signed by  
Pawankumar Basudev  
Agarwal  
Date: 2022.10.18 11:52:10  
+05'30'

**Pawankumar Agarwal**  
**DIN: 00127504**  
**Director**

**Encl: as above**

## NOTICE

**Notice** is hereby given that the **01/2022-23 Extra Ordinary General Meeting** of the members of **Elegant Floriculture & Agrotech (India) Limited** will be held on Saturday, 12<sup>th</sup> November, 2022 at 10:30 a.m. at the Registered Office of the Company situated at 101, Sagarika CHS Ltd., Plot No. 89, Juhu Tara Road, Opp. Palm Grove Hotel, Santacruz (West), Mumbai - 400 049 to transact the following business to transact the following business:

### **SPECIAL BUSINESS:**

1. **Appointment of Mr. Niraj Chordia (holding DIN 02975795) as an Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Niraj Chordia (holding DIN 02975795), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13<sup>th</sup> August, 2022 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Non-Executive Director of the Company with effect from November 12, 2022 to hold office for a term of five consecutive years i.e. up to November 11, 2027.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

2. **Appointment of Mr. Mangesh Parashram Gadakh (holding DIN 09736469) as a Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Mangesh Parashram Gadakh (holding DIN 09736469), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14<sup>th</sup> October, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

3. **Appointment of Mr. Mangesh Parashram Gadakh (holding DIN 09736469) as a Whole-time Director 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 the provisions of Sections 2(94), 196, 197, 206 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the consent of members of the Company be and is hereby accorded to the appointment of Mr. Mangesh Parashram Gadakh (holding DIN 09736469), as a Whole-time Director of the Company for a period of 3 years w.e.f. 14<sup>th</sup> October, 2022 at a monthly remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only).

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:**

101, Sagarika CHS Ltd,  
Plot No. 89, Juhu Tara Road,  
Opp. Palm Grove Hotel,  
Santacruz (West), Mumbai - 400 049.

**For and on behalf of the Board**

**Pawankumar Agarwal**  
**DIN: 00127504**  
**Director**

**Place: Mumbai**

**Date: 14<sup>th</sup> October, 2022**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty-eight hours before the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf.
4. Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), the information regarding the Directors proposed to be appointed/ reappointed at the 01/2022-23 Extra Ordinary General Meeting is given in Annexure to this notice.

5. Explanatory Statement under section 102 of Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
6. Route-map to the venue of the Meeting is provided for the convenience of the members.
7. In accordance with, the circulars issued by MCA and SEBI, the Notice of the EGM, the same is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participants (DP).
8. Members who have not registered their e-mail addresses so far are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
9. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
10. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Link Intime (India) Private Limited.
11. The Securities and Exchange Board of India (“SEBI”) has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5<sup>th</sup> December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form.
12. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s Link Intime (India) Private Limited at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. Members may please note that the Notice of the 01/2022-23 Extra Ordinary General Meeting will be available on the Company’s website [www.elegantflora.in](http://www.elegantflora.in) for their download. The Notice can also be accessed from the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the Meeting) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any communication, the members may also send requests at the Company’s email id: [elegantflora2012@gmail.com](mailto:elegantflora2012@gmail.com).

**15. Voting through electronic means:**

- (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 01/2022-23 Extra Ordinary General Meeting (EGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting (remote e-voting).
- (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
- (c) The facility for voting through ballot papers shall be made available at the Extra Ordinary General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Ballot Papers.
- (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (e) The voting period begins on <November 9, 2022 (9.00 a.m.)> and ends on <November 11, 2022 (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 (record date) of <November 5, 2022>, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) The voting rights of shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date i.e. 5<sup>th</sup> November, 2022.
- (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 5<sup>th</sup> November, 2022 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) Mr. Narottam Bagaria (M. No. 5443, C.P. No. 4361), Partner of M/s. N. Bagaria & Associates, Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- (i) Any person who acquires shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. 5<sup>th</sup> November, 2022 may obtain User Id and password by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at toll free no.:1800-222-990.

(j) **The instructions for remote e-voting are as under:**





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 for Individual shareholders holding securities in demat mode

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 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.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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. 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.

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.

<b>Login type</b>	<b>Helpdesk details</b>
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 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.nsd.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.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
  - b) 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.
  - c) How to retrieve your ‘initial password’?
    - (i) 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’.



- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

How to cast your vote electronically on NSDL e-Voting system?

1. 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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 [nbagariaandassociates@gmail.com](mailto:nbagariaandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [\*\*evoting@nsdl.co.in\*\*](mailto:evoting@nsdl.co.in)

**Explanatory Statement under Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

**Item No. 1:**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on Saturday, 13<sup>th</sup> August, 2022, appointed Mr. Niraj Chordia (holding DIN 02975795) as an Additional Director of the Company w.e.f the close of business hours of 13<sup>th</sup> August, 2022.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Niraj Chordia as an Independent Director of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Niraj Chordia holds office upto the date of ensuing Extra Ordinary General Meeting.

Mr. Niraj Chordia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received a declaration from Mr. Niraj Chordia to the effect that he fulfills all criteria for independence stipulated in the Companies Act, 2013 and the Listing Regulations. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

In the opinion of the Board of Directors, Mr. Niraj Chordia is independent of the management of the Company and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16 of Listing Regulations for appointment as an Independent Director.

The Board of Directors is of the opinion that Mr. Niraj Chordia is a person of integrity and has relevant experience and expertise for being appointed as an Independent Director. The Board considers that the knowledge, expertise and experience as possessed by Mr. Niraj Chordia will be of immense benefit and value to the Company and it is desirable to avail services of Mr. Niraj Chordia as an Independent Director for a term of five consecutive years from November 12, 2022 till November 11, 2027

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Mr. Niraj Chordia is provided in annexure to this Notice.

Based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 1 of the Notice of the EGM for the approval by the members.

Except Mr. Niraj Chordia, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 of the Notice.

**Item No. 2:**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on Friday, 14<sup>th</sup> October, 2022, appointed Mr. Mangesh Parashram Gadakh (holding DIN 09736469)) as an Additional Director of the Company w.e.f 14<sup>th</sup> October, 2022.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Mangesh Parashram Gadakh as a Director of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mangesh Parashram Gadakh holds office upto the date of ensuing Extra Ordinary General Meeting.

Mr. Mangesh Parashram Gadakh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Board of Directors is of the opinion that Mr. Mangesh Parashram Gadakh is a person of integrity and has relevant experience and expertise for being appointed as a Director. The Board considers that the knowledge, expertise and experience as possessed by Mr. Mangesh Parashram Gadakh will be of immense benefit and value to the Company and it is desirable to avail services of Mangesh Parashram Gadakh as a Director of the Company.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Mr. Mangesh Parashram Gadakh is provided in annexure to this Notice.

Based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 2 of the Notice of the EGM for the approval by the members.

Except Mr. Mangesh Parashram Gadakh, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2 of the Notice.

**Item No. 3:**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on Friday, 14<sup>th</sup> October, 2022, appointed Mr. Mangesh Parashram Gadakh (holding DIN 09736469)) as a Whole-time Director of the Company for a period of 3 years w.e.f. 14<sup>th</sup> October, 2022 at a monthly remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only).

The Board of Directors is of the opinion that Mr. Mangesh Parashram Gadakh is a person of integrity and has relevant experience and expertise for being appointed as a Director. The Board considers that the knowledge, expertise and experience as possessed by Mr. Mangesh Parashram Gadakh will be of immense benefit and value to the Company and it is desirable to avail services of Mangesh Parashram Gadakh as a Director of the Company.

Information in accordance with Schedule V of Companies Act, 2013 are as follows:

I. General information:

- (1) Nature of industry: Floriculture (Agriculture).
- (2) Date or expected date of commencement of commercial production: The commercial production was commenced in the year 1993.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (4) Financial performance based on given indicators: As per latest Audited Financial Statements i.e. for FY 21-22 the company has earned Total Revenue of Rs.150.96 Lakhs and Net Profit of Rs.13.90 Lakhs. As on date the company is operating as fully Debt-free Company.
- (5) Foreign investments or collaborations, if any. : Nil

II. Information about the appointee:

- (1) Background details: Mr. Mangesh Parashram Gadakh has work experience of more than 8 years in the field of Managing Production, and Working on polyhouse and its maintenance.
- (2) Past remuneration: Nil
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability: Mr. Mangesh Parashram Gadakh is a Bachelor of Sciences (Horticulture). He also has a Diploma in Agriculture. He has work experience of more than 8 years in the field of Managing Production, and Working on polyhouse and its maintenance.
- (5) Remuneration proposed: Rs. 35,000/- (Rupees Thirty Five Thousand) per month.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case expatriates the relevant details would be with respect to the country of his origin): Company is not paying remuneration to any other employee for similar profile.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director] any: Mr. Mangesh Parashram Gadakh is currently in employment with the company.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 3 of the Notice of the EGM for the approval by the members.

Except Mr. Mangesh Parashram Gadakh, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

**Registered Office:**

101, Sagarika CHS Ltd,  
Plot No. 89, Juhu Tara Road,  
Opp. Palm Grove Hotel,  
Santacruz (West), Mumbai - 400 049.

**Place: Mumbai**

**Date: 14<sup>th</sup> October, 2022**

**For and on behalf of the Board**

**Pawankumar Agarwal**

**DIN: 00127504**

**Director**

**ANNEXURE**

**Pursuant to Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Information about the directors proposed to be appointed or re-appointed is furnished below:**

1.

Name of the Director	Niraj Chordia
DIN	02975795
Date of Birth	22-06-1983
No. of Equity Shares held	Nil
Qualification	Chartered Accountant
Relationship with other Directors	Nil
Nature of Expertise	Vast experience of managing overall Finance, Taxation and Audits.
Name of Companies in which he holds Directorship	1. Konflux Ventures Private Limited 2. 4E Advisory Private Limited 3. Lavesh Finance Limited
Names of Committees of the Companies of which he holds membership	Nil

2. and 3.

Name of the Director	Mangesh Parashram Gadakh
DIN	09736469
Date of Birth	20-06-1989
No. of Equity Shares held	Nil
Qualification	Bachelor of Science (Horticulture)
Relationship with other Directors	Nil
Nature of Expertise	Work experience of more than 8 years in the field of Managing Production, and Working on polyhouse and its maintenance.
Name of Companies in which he holds Directorship	Nil
Names of Committees of the Companies of which he holds membership	Nil

**Form No. MGT-11****Proxy Form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 read with rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED****CIN: L01110MH1993PLC073872**

101, Sagarika CHS Ltd, Plot No. 89, Juhu Tara Road, Opp. Palm Grove Hotel,  
Santacruz (West), Mumbai - 400 049.

Name of the member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Folio No. /Client Id : \_\_\_\_\_  
DP Id. : \_\_\_\_\_

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ \ or failing him
2. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ \ or failing him
3. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ \ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 01/2022-23 Extra Ordinary General Meeting of the Company, to be held on Saturday, 12<sup>th</sup> November, 2022 at 10:30 a.m. at the Registered Office of the Company situated at 101, Sagarika CHS Ltd., Plot No. 89, Juhu Tara Road, Opp. Palm Grove Hotel, Santacruz (West), Mumbai - 400049 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolution Proposed</b>
1.	Appointment of Mr. Niraj Chordia (holding DIN 02975795) as an Independent Director of the Company
2.	Appointment of Mr. Mangesh Parashram Gadakh (holding DIN 09736469) as a Director of the Company
3.	Appointment of Mr. Mangesh Parashram Gadakh (holding DIN 09736469) as a Whole-time Director of the Company

Signed this ..... day of ..... 20....

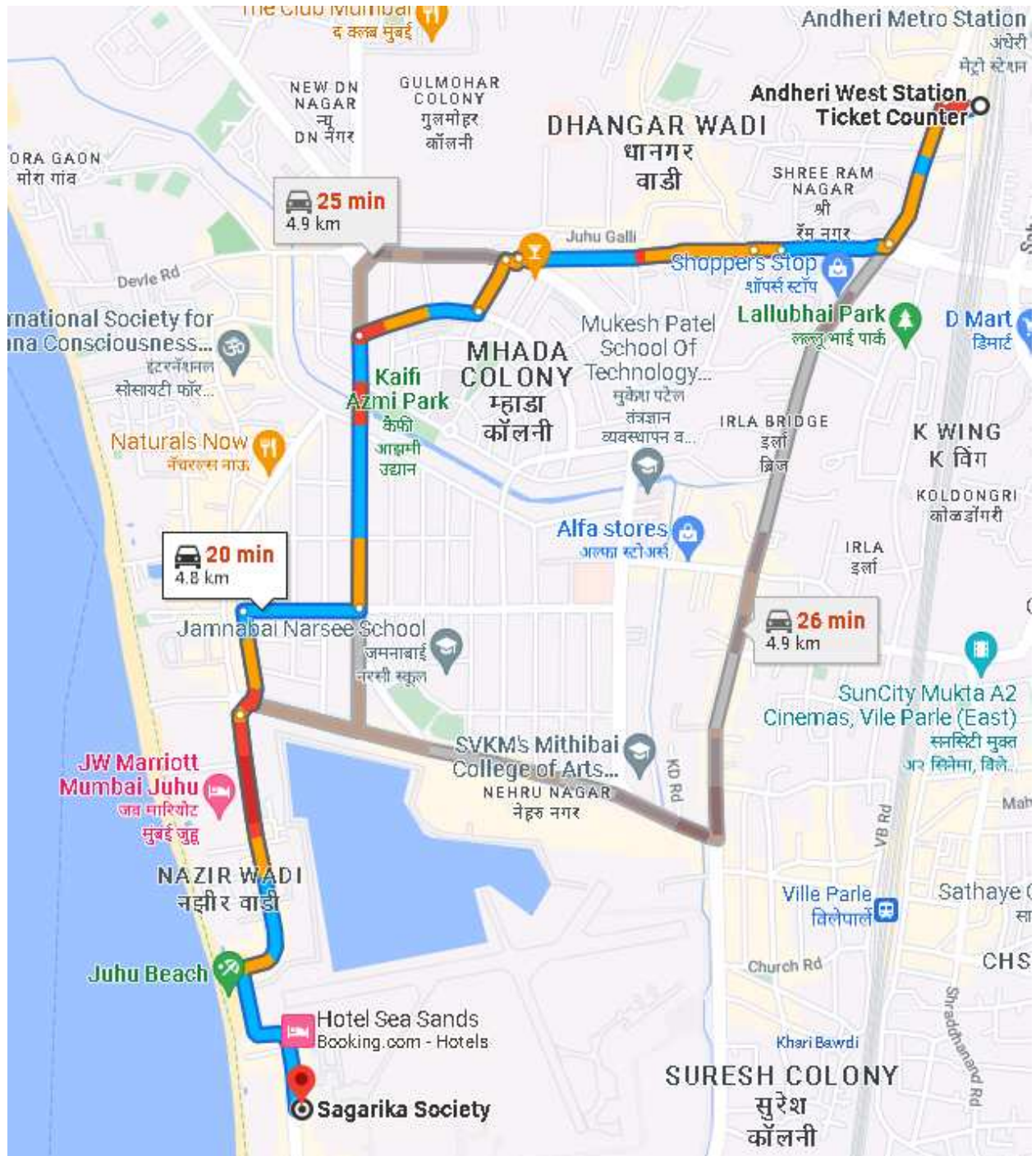
Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**





**ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED****CIN: L01110MH1993PLC073872**101, Sagarika CHS Ltd, Plot No. 89, Juhu Tara Road, Opp. Palm Grove Hotel,  
Santacruz (West), Mumbai - 400 049.**ATTENDANCE SLIP**

Member's Folio No : \_\_\_\_\_

Client ID No : \_\_\_\_\_

DP ID No : \_\_\_\_\_

Name of Member : \_\_\_\_\_

Name of Proxy Holder : \_\_\_\_\_

No of Shares Held : \_\_\_\_\_

**I hereby record my presence at the 01/2022-23 Extra Ordinary General Meeting** of the Company held on **Saturday, 12<sup>th</sup> November, 2022** at **10:30 a.m.** at the Registered Office of the Company situated at 101, Sagarika CHS Ltd., Plot No. 89, Juhu Tara Road, Opp. Palm Grove Hotel, Santacruz (West), Mumbai - 400 049.

\_\_\_\_\_  
Signature of the Member / Proxy

**Notes:**

1. Members / Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of the Notice.