

NATURO INDIABULL LIMITED

(FORMERLY KNOWN AS IT INDIBULL PRIVATE LIMITED)

Regd. Office: 01st Floor, 51, Lohiya Colony, 200 Ft. Bye-Pass Vaishali Nagar Jaipur-302021

CIN: L72900RJ2016PLC055890 **E-Mail:** info@naturoindiabull.com **Contact:** +91-9928234076

**To,
The Manager,
Department of Listing Compliance
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

**Ref: NATURO
Scrip Code: 543579**

Sir,

Sub: Notice of Extra-Ordinary General Meeting to be held on 25th March, 2023

With reference to the above captioned subject, disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing the herewith the notice of Extra-Ordinary General Meeting (EOGM) to be held on 25th Day of March, 2023 which is sent to the members through mail dated 03rd March, 2023.

You are requested to please take on record our above said information for your reference.

**FOR NATURO INDIABULL LIMITED
(FORMERLY KNOWN AS IT INDIABULL PRIVATE LIMITED)**

Gaurav Jain Digitally signed by
Gaurav Jain

**GAURAV JAIN
MANAGING DIRECTOR
DIN: 08560737**

**Place: Jaipur
Dated: 03/03/2023**

To,

NATURO INDIABULL LIMITED

(FORMERLY KNOWN AS IT INDIBULL PRIVATE LIMITED)

Regd. Office: 01st Floor, 51, Lohiya Colony, 200 Ft. Bye-Pass Vaishali Nagar Jaipur-302021

CIN: L72900RJ2016PLC055890 **E-Mail:** info@naturoindiabull.com **Contact:** +91-9928234076

**The Manager,
Department of Listing Compliance
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

**Ref: NATURO
Scrip Code: 543579**

Sir,

Subject: Details pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015.

Ref.: Outcome of Board Meeting dated: 23rd December, 2022

With reference to the above captioned subject, disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 is provided as under:

1. TO APPROVE THE NOTICE FOR CALLING AN EXTRA-ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY ON 25TH DAY OF MARCH, 2023 FOR THE TRANSACTIONS AS STATED IN THE NOTICE OF SAID EOGM.

You are requested to please take on record our above said information for your reference.

**FOR NATURO INDIABULL LIMITED
(FORMERLY KNOWN AS IT INDIABULL PRIVATE LIMITED)**

**GAURAV JAIN
MANAGING DIRECTOR
DIN: 08560737**

**Place: Jaipur
Dated: 03/03/2023**

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NOTICE is hereby given that the **Extra-Ordinary General Meeting** (EOGM) of the members of the **Naturo Indiabull Limited** (formerly known as IT Indiabull Private Limited) will be held on Saturday 25th, March, 2023 at 2:00 p.m. at the registered office of the Company situated at 01st Floor, 51, Lohiya Colony, 200 Feet Bye-Pass, Vaishali Nagar, Jaipur-302021, to transact the following businesses:

SPECIAL BUSINESSES:

1. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:

“RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 read with rule 3 of The Companies (Audit and Auditors) Rules, 2014 and other applicable rules and provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Mittal & Associates, Chartered Accountants, (FRN: 106456W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Extra Ordinary General Meeting up to the ensuing Annual General Meeting to be held for the Financial Year 2022-23, on such remuneration and out of pocket expenses as agreed between the Auditor and the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Gaurav Jain and/or Ms. Jyoti Choudhary, Directors of the company be and are hereby severally/jointly authorized to do all such acts, deeds, things, to give effect to the said resolution as required, in compliance with applicable sections of the Companies Act, 2013, the rules framed there under and other applicable statutes (if any).

//Certified True Copy//

For NATURO INDIABULL PRIVATE LIMITED

Gaurav Jain

Managing Director

DIN: 08560737

Date: March 03, 2023

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NOTES:

1. An explanatory statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the EOGM is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. 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.
5. The EOGM Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA") unless any member has requested for a hard copy of the same.
6. Notice of the EOGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose names appear on the Register of Members/**List** of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, February 24, 2023 (Record Date).
7. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
8. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of EOGM.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EOGM is enclosed.
10. Member(s) whose names appear on the Register of Members/**List** of Beneficial Owners as on the cut-off date of Friday 17th March, 2023, will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.

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11. The Board of Directors of the Company (“the Board”), has appointed M/s. Payal Kotak & Associates, Company Secretaries (COP: 88022) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
12. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this EOGM will be published in one English newspaper (All edition) and in one vernacular language newspaper (regional edition) in which registered office of the Company is situated.
13. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Wednesday 22nd March, 2023 from 9.00 a.m. (IST) and shall end on Friday, 24th March, 2023 at 5.00 p.m. (IST). 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 17th March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System My easi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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- 23058738 and 22-23058542-43.
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

(iv) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN **230303003** for the relevant Naturo Indiabull Limited on which you choose to vote.

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- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@naturoindiabull.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Item No. 01:

The Board of Directors hereby appoints M/s Mittal & Associates, Chartered Accountants, (FRN: 106456W), Mumbai in the Board Meeting held on 23rd Day of December, 2022 on account of casual vacancy arise due to resignation of M/s A Y & Company, Chartered Accountants, (FRN: 020829C), Jaipur as Statutory Auditors of the Company due to pre-occupancy to carry out the Statutory Audit of the Company for the F.Y. 2022-23 and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration as determined by the board.

Further, on the recommendation of the Board, the members hereby accords to appoint M/s Mittal & Associates, Chartered Accountants, (FRN: 106456W), Mumbai as Statutory Auditors of the Company due to pre-occupancy to carry out the Statutory Audit of the Company for the F.Y. 2022-23 and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration as determined

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice of Extra Ordinary General Meeting, except to the extent of their shareholding, if any, in the Company as on the record date.

The Board, therefore, recommends resolutions set out under business Item No. 01 for approval of the shareholders by way of Ordinary Resolution.

//Certified True Copy//

For NATURO INDIABULL PRIVATE LIMITED

Gaurav Jain

Managing Director

DIN: 08560737

Date: March 03, 2023

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PROXY FORM

Name of the Member(s):			
Registered Address:			
Folio No./Client id:		DP Id:	

I/We, being the member(s) of Naturo Indiabull Limited, holding _____ shares hereby appoint:

- Name _____ Address _____
Email Id: _____ Signature _____ or failing him;
- Name _____ Address _____
Email 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 the Extra-ordinary General Meeting of the Company to be held on Saturday 25th 2023 at 2:00 p.m. at the registered office of the company situated at 01st Floor, 51, Lohiya Colony, 200 Feet Bye-Pass, Vaishali Nagar, Jaipur-302021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolution	Voted	
		For	Against
1.	APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:		

Signed this _____ day of _____, 2023.

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

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.
- For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the Extra Ordinary General Meeting.
- Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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ATTENDANCE SLIP

DPID No.:	Folio No.:
Client ID No.:	No. of shares held:

*Applicable for investors holding shares in electronic form Name and address of the Shareholder(s)/Proxy holder:

I / We hereby record my/our presence at the Extra-ordinary General Meeting of the Company to be held on Saturday 25th March, 2023 at 2:00 p.m. at the registered office of the company situated at 01st Floor, 51, Lohiya Colony, 200 Feet Bye-Pass, Vaishali Nagar, Jaipur-302021.

Member's / Proxy's Signature

Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

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Route Map for Extra-Ordinary General Meeting

Date : March 25, 2023
Day : Saturday
Time : 2:00 P.M.

Address : 01st Floor, 51, Lohiya Colony, 200 Feet Bye-Pass, Vaishali Nagar, Jaipur-302021.

