



RETRO GREEN REVOLUTION LIMITED

(Formally Known as Jolly Merchandise Ltd.)

Regd. Office :- C/231, 2nd Floor, 'Siddharth Excellence', Opp. D-Mart, Vasna Main Road, Vadodara - 390 015, Gujarat
Phone :- 0265 – 2251221 / Fax :- 0265 – 2251221 / E-mail :- retrogreenrevolution@gmail.com
Website :- www.retrogreen.in / CIN No. : L01130GJ1990PLC014435

To,
The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Tower
Dalal Street,
Mumbai – 400001

Date:- 13/01/2023

Scrip Code: 519191

Dear Sir/Madam,

Sub: Notice of the Extra Ordinary General Meeting (EGM) of the Company to be held on 06th February, 2023

This is with reference to the above-mentioned subject and in terms of applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith the copy of notice of Extra Ordinary General Meeting of the Company scheduled to be held on Monday, 06th February, 2023 at 11.30 a.m. at the registered office of the company.

Kindly take the same on your records and acknowledge the receipt thereof.

Thanking You,

For, Retro Green Revolution Ltd.

Mr. Nimesh B. Shah
(Director)
DIN: 07600822



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting for the Financial Year 2022-23 of the Members of Retro Green Revolution Limited will be held on Monday, 06th day of February, 2023 at 11:30 AM at the registered office of the company situated at C/231, 2nd floor, Siddharth Excellence, Opp. D-Mart, Vasna Main Road, Vadodara-390015, Gujarat, India to transact the following business:

SPECIAL BUSINESS:

1. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 100,00,000 (One Crore) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 5,00,00,000 (Five Crores) divided into 50,00,000 (Fifty Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 100,00,000 (One Crore) Equity Shares of Face Value of Rs. 10/- (Rupee One Only) each.”

RESOLVED FURTHER THAT any Director and KMP of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

2. Issuance of equity shares on a preferential basis (“Preferential Issue”) to the Non-Promoter investors for a consideration other than cash

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

“RESOLVED THAT pursuant to the applicable provisions of Sections(s) 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof or the time being in force) (herein after referred to as the “Act”), and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“BSE”) on which the equity shares of the Company are listed, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government

of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in accordance with the Investment cum shareholder Agreement dated January 05, 2023 executed among Retro Green Revolution Limited (herein after referred as “the Company”), Western Agro-Tech Innovative Ltd. (herein after referred as “Investee Company or WAIL”) and Sanjay Chokshi., Mangal bhai Baria, Vandana S. Goswami, Aashaben M. Baria and Rakesh Bhade (herein after referred as “Sellers or Proposed Allottee”), the consent and approval of the members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot upto 42,08,000 (Forty Two Lakh Eight Thousand) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 10/- *(Rupees Ten Only) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, aggregating to Rs. 4,20,80,000/- (Rupees Four Crore Twenty Crore Eighty Thousand Only), to the Proposed Allottees as listed in the table below, who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below, by way of preferential issue on private placement basis (the “Preferential Allotment”), for consideration other than cash, (i.e. swap of shares in the ratio of 2:1 to the Proposed Allottee towards payment of the total consideration payable for the acquisition of 21,04,000 (Twenty One Lakh Four Thousand) fully paid up Equity Shares having face value of Rs. 10/- each at a price of Rs. 20/- (Rupees Twenty Only) representing 19.13 % shareholding of the Investee Company on fully diluted basis, in accordance with applicable law.

Sr. No.	Name of Proposed allottees	Category	PAN	Maximum Number of Equity Shares to be issued and allotted	Amount (In Rs.)
1	Sanjay Chokshi	Non-Promoter, Individual	ABIPC0957H	11,50,000	1,15,00,000
2	Mangal bhai Baria	Non-Promoter, Individual	BDTPB7953E	4,78,000	47,80,000
3	Vandana Goswami	Non-Promoter, Individual	BAIPG2601N	11,50,000	1,15,00,000
4	Aashaben Baria	Non-Promoter, Individual	EQFPB1351A	2,80,000	28,00,000
5	Rakesh Bhade	Non-Promoter, Individual	DZHPB3243K	11,50,000	1,15,00,000
Total				42,08,000	4,20,80,000

* Refer point 4 of the Explanatory Statement under Item No. 2 for the basis on which price has been arrived.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the preferential allotment of equity shares be and is hereby fixed as Friday, December 30, 2022, being the date 30 days prior to the date of the Extraordinary General Meeting i.e. Monday, February 06, 2023.

RESOLVED FURTHER THAT the minimum price of the equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The proposed allotment is for a consideration other than cash and allotment to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer. The value of the Sale Shares of the Investee Company has been arrived based on the valuation report dated 05th January, 2023 issued by Sejal Ronak Agrawal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) and the price of the equity shares has been determined taking into account the valuation report of the registered valuer. Please refer to paragraph 4 of item no. 2 of explanatory for the details of the valuation report obtained in relation to the Company. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company’s website i.e. <https://retrogreen.in/corporate-announcements/>

RESOLVED FURTHER THAT the Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following terms and conditions:



- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations, 2018. However, in addition to the lock-in period prescribed under ICDR Regulations, 2018 the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as maybe mutually agreed upon by the Company and the Proposed Allottee.
- c) 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 from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- e) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash (Swap of equity shares in the ratio of 2:1), being the acquisition of 21,04,000 (Twenty-One Lakh Four Thousand) fully paid-up Equity Shares from the Proposed Allottee for non-cash consideration and constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and
- f) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI (ICDR) Regulations.
- g) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.
- h) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.



RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any government authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of section 186 read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate(s) and / or to give guarantee in connection with a loan / any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate investments, debt / equity / quasi-equity securities or instruments, derivatives, bonds / debentures (whether fully, partially or optionally convertible or non-convertible) and / or in other financial / money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of Limited Liability Partnership (‘LLPs’) in one or more tranches, whether in India or overseas, upto maximum amount of Rs. 50,00,00,000/- (Rupees Fifty Crore only) outstanding at any point of time in addition to the limits prescribed under section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

**By Order of the Board
For, Retro Green Revolution Limited
Sd/-
Mr. Nimesh B. Shah
(Director)
DIN: 07600822**

Date: 05-01-2023
Place: Vadodara

NOTES

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 1, 2 and 3 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment at this Extra-ordinary General Meeting ('Meeting' or 'EGM') is furnished as an Annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE 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.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The notice of EGM is being sent to those members/ beneficial owners whose name appeared in the register of members/ list of beneficiaries received from the depositories as on Friday, December 30, 2022.
4. Notice of EGM, e-voting instructions, attendance slip and proxy form etc. are sent to the members through e-mail who have registered their e-mail Ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Share Transfer Agent ("RTA").
5. Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic form are requested to direct change of address requests, registration of e-mail address and updation of bank account details to their respective DPs.
6. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
7. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
8. The members can opt for only one mode of voting i.e. remote e-voting or physical voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
9. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Friday, 3rd February, 2023 to email retrogreenrevolution@gmail.com. The same will be replied by the Company suitably.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
12. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date i.e Wednesday, 01st

February, 2023 will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

13. The remote e-voting period commences from 9.00 a.m. (IST) on Friday, February 03, 2023 and ends at 5.00 p.m. (IST) on Sunday, February 05, 2023. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

1. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING

- (i) The remote e-voting period begins on 03rd February, 2023 (09.00 a.m.) and ends on 05th February, 2023 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 01st February, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'Retro Green Revolution Ltd'.
- (xiii) 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.



- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts 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
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- A. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 01st February, 2023.
- B. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- C. Mr. Ashok Shelat, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- E. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Ashok Shelat, Scrutinizer, having office address at 18, Jaygaytrinagar, Near Amitnagar Circle, Vip Main Road, Vadodara-390022, E-mail: ashok_shelat@yahoo.co.in so as to reach her on or before 05th February, 2023 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- F. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- G. The members who’s have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- H. The Results shall be declared on or after the Extra Ordinary General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.retrogreen.in within 48 (Forty-Eight) hours of conclusion of the Extra Ordinary General Meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.
14. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

Presently, the Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

In order to increase in capital of the company through preferential issue as mentioned in the resolution no. 2 of this notice or to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 100,00,000 (One Crore) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each by addition of Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

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 at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of **ordinary resolution** as set out in Item No.1 of this Notice.

ITEM NO. 2

The Board of Directors of the Company in their meeting held on January 05, 2023, have approved the acquisition of 19.13% equity stake (represented by 21,04,000 Equity shares of Re. 10/- each), on fully diluted basis, in Western Agro-Tech Innovative Ltd ("Investee Company"), from its existing shareholders at a price Rs. 20 each for a total maximum consideration of Rs. 4.2 Crores for swap of equity shares in the ratio of two shares the company in exchange of one share of investee company. Accordingly, an Investment Cum Shareholder Agreement dated January 05, 2023 was executed amongst the Company, Investee Company, Sanjay Chokshi, Mangal bhai Baria, Vandana Goswami, Aashaben Baria, Rakesh Bhade (Proposed Allottees or Sellers).

Further, as per the Investment Cum Shareholder Agreement, the Company shall be acquiring 21,04,000 equity shares having face value of Rs. 10/- each ("Sale Shares") of the Investee Company representing 19.13% of the shareholding (In addition to existing holding 6.27%), against the swap of equity shares in the ratio of two shares of the company in exchange one share of the investee company, on fully diluted basis, from its existing shareholders of Investee Company for a consideration by issuance of upto 42,08,000 equity shares of Rs. 10/- each of the Company at a price of Rs. 10/- (Rupees Ten Only) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended.

As approved by the Board of Directors of the Company in their meeting held on January 05, 2023 and subject to the receipt of the shareholders' and regulatory approvals and subject to the satisfaction of the terms and conditions of the Investment Cum Shareholder Agreement dated 05th January, 2023 and in order to discharge the part of the purchase



consideration, the Company proposes to issue upto 42,08,000 (Forty-Two Lakh Eight Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 10/- (Rupees Ten Only) per equity share, aggregating to Rs. 4,20,80,000/- (Rupees Four Crore Twenty Lakh Eighty Thousand Only) to Proposed Allottees, on preferential basis under the Companies Act, 2013 and rules thereunder (“Act”) and the (“SEBI ICDR Regulations”) as amended, and other applicable laws.

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (“Act”), and in accordance with the provisions of Chapter V “Preferential Issue” of the SEBI ICDR Regulations as amended, the approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment.

Therefore, the consent of the members is being sought by way of a special resolution to issue equity shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations and any other applicable laws.

Necessary information / disclosures in respect of the proposed preferential allotment in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Objects of the Preferential Issue:

To expand the Business operations of the Company as both the Companies are having same line of business activities. Further, the allotment of upto 42,08,000 (Forty-Two Lakh Eight Thousand) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company to Sanjay A. Chokshi, Mangal bhai Baria, Vandana Goswami, Aashaben Baria and Rakesh Bhade shareholders of the Investee Company, is to discharge the total purchase consideration payable for the acquisition of Sale Shares in the Investee Company.

2. Size of the preferential issue:

It is proposed to issue and allot in aggregate up to 42,08,000 (Forty-Two Lakh Eight Thousand) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company at an issue price of Rs.10/- (Rupees Ten Only) per equity share to discharge the total payment of Purchase Consideration for acquisition of 21,04,000 Sale Shares in Investee Company from its existing shareholders in the ratio of 2:1 i.e. Two shares of the company in exchange of one share of the Investee company.

3. Price of the preferential issue:

The Company proposes to offer, issue and allot equity shares each at an issue price of Rs. 10/- (Rupees Ten Only) per equity share. Please refer point 4 below for the basis of determining the price of the preferential allotment.

4. Basis on which the price has been arrived at along with report of the Independent registered valuer:

(A) The equity shares of the Company are listed and frequently traded at BSE Limited as on relevant date in accordance with the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, the price at which equity shares will be allotted shall not be less than higher of the following:

- a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. Rs. 9.51; or
- b) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. Rs. 8.32.

The price in accordance with regulation 164(1) of SEBI (ICDR) Regulations, 2018 arrived at Rs. 9.51 only.

(B) The proposed preferential issue is for consideration other than cash i.e. swap of shares in the ratio of 2:1 and the allotment to the proposed allottee is more than five percent of the post issue fully diluted share capital of the issuer. Hence, the issue price has been determined as per valuation report in pursuance to regulation 163(3) and 166A under Chapter V of SEBI (ICDR) Regulations, 2018. The company obtained:

- a) Valuation report dated January 05, 2023 issued by Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment other than cash consideration arrived at Rs. 10 (Rupees Ten Only) per equity shares. There is no change in control, consequent to proposed to present preferential issue to the proposed allottees.
- b) The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company's website i.e. <https://retrogreen.in/corporate-announcements/>

The floor price of the equity shares of the company as per regulation 163(2) and first proviso of regulation 166A is not less than at higher of the (A) or (B) i.e. Rs.10/- each.

5. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is December 30, 2022 i.e. a date 30 (thirty) days prior to the date of this EGM.

6. Date of Board Resolution:

Date of passing of Board resolution for approving preferential issue: Thursday, January 05, 2023.

7. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on BSE Limited and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage of post-preferential offer capital that may be held by them:

The Equity Shares shall be issued and allotted to the Proposed Allottees (under Non-Promoter Category) as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:

Name of the Proposed Allottee	Category	PAN	Pre- Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
			No. of Shares	% of voting rights		No. of Shares	% of voting rights

Sanjay Chokshi	Individual, Non-Promoter	ABIPC0957H	-	-	11,50,000	11,50,000	12.72
Mangal bhai Baria	Individual, Non-Promoter	BDTPB7953E	200000	4.14	4,78,000	6,78,000	7.50
Vandana Goswami	Individual, Non-Promoter	BAIPG2601N	-	-	11,50,000	11,50,000	12.72
Aashaben Baria	Individual, Non-Promoter	EQFPB1351A	184600	3.82	2,80,000	4,64,600	5.14
Rakesh Bhade	Individual, Non-Promoter	DZHPB3243K	-	-	11,50,000	11,50,000	12.72

There shall be no change in the management or control of the Company pursuant to the above-mentioned Preferential Allotment.

9. Intention of the Promoters/ Promoter Group, Directors or Key Managerial Personnel to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors or Key Managerial Personnel of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

10. Current and proposed status of the allottee(s) post the preferential issues:

Currently, the two proposed allottees namely Mangadbhai Baria and Aashaben M. Baria are existing shareholders of the company under the non-promoter category and remaining three namely Sanjay Chokshi, Vandana S. Goswami and Rakesh Bhade does not hold any shares in the Company and pursuant to this allotment the proposed allottees who are existing shareholder of the company will continue as shareholder of the company under non-promoter category and allottees who are not the existing shareholder of the company shall be covered under the head non-promoter category under shareholding pattern of the Company. Therefore, no change in control is proposed, pursuant to present preferential issue.

11. Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as of December 31, 2022 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1	Indian				
	Individuals/Hindu undivided Family	--	--	--	--
	Body Corporate	--	--	--	--
2	Foreign Promoters	--	--	--	--
Total Shareholding of Promoter and Promoter Group A=1+2					
B	Non-Promoters Holding-				
1	Institutional investors	--	--	--	--

2	Non-Institution				
(a)	Individuals	42,64,642	88.29	84,72,642	93.74
(b)	Bodies Corporate	5,09,974	10.56	5,09,974	5.64
(c)	NRI	8,494	0.18	8,494	0.09
(d)	HUF	45,792	0.95	45,792	0.51
(e)	Clearing Members	1,098	0.02	1,098	0.01
Total Public Shareholding (1)+(2)		48,30,000	100.00	90,38,000	100
Total (A+B)		48,30,000	100.00	90,38,000	100

12. Amount which the Company intends to raise by way of such securities/ size of the issue:

The equity shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

13. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.:

As part of the consideration payable to Proposed Allottees for acquisition of 21,04,000 fully paid-up equity shares having face value of Rs 10/- (Rupee Ten Only) each of the Investee Company (the “Sale Shares”) held by the Proposed Allottees, shall be discharged fully by the Company by way of issuance of its equity shares to the shareholders in the swap ratio as specified above. As per Regulation 163(3) and 166A of the SEBI (ICDR) Regulations, 2018, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash and allotment to the proposed allottee is more than five percent of the post issue fully diluted share capital of the issuer.

The value of the Sale Shares of the Investee Company has been arrived based on the valuation report dated 05th January, 2023 issued by Sejal Ronak Agrawal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) and the price of the equity shares has been determined taking into account the valuation report of the registered valuer. Please refer to paragraph 4 above for the details of the valuation report obtained in relation to the Company.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company’s website i.e. <https://retrogreen.in/corporate-announcements/>

14. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

15. The change in control or allotment of more than more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:

There shall be no change in the management or control of the Company pursuant to the above-mentioned Preferential Allotment.



In Pursuance to regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, allotment to the all proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer.

Hence, the company obtained valuation report from the Independent Registered Valuer, Mrs. Sejal Ronak Agrawal, a Registered Valuer (Reg. No. IBBI/RV60/2020/13106) in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. <https://retrogreen.in/corporate-announcements/>

16. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

- The Equity shares allotted on a preferential basis to proposed allottees (other than the promoters and promoter group) shall be locked-in for a period of **Six months** from the date of trading approval.
- The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of **90 trading days** from the date of trading approval.

17. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

18. Listing:

The Company will make an application to the BSE Limited ("Stock Exchange") at which the existing shares are listed, for listing of the Equity Shares.

19. Principle terms of assets charged as securities: Not Applicable

20. Name and address of valuer who performed valuation

The Valuation was performed by Independent valuer, Mrs. Sejal Ronak Agrawal, a Registered Valuer (Reg. No. IBBI/RV/06/2020/13106) having her office at 7, Ritu Apartment, Bhairavnath Road, Maninagar, Ahmedabad-380008.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. <https://retrogreen.in/corporate-announcements/>

21. Practicing Company Secretary Certificate:

The Certificate issued by Mr. Ashok V. Shelat, Practicing Company Secretary, Vadodara, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018, will be placed before the shareholders at the Extra Ordinary General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link <https://retrogreen.in/corporate-announcements/>

22. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of the post Preferential Issue Capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue, is as follows:

Sr. No.	Name of Proposed allottees	Address of the proposed allottee	Category	PAN	Ultimate Beneficial Ownership
1	Sanjay A. Chokshi	102, Shikhar Complex, Sama Road, Vadodara-390007	Non-Promoter, Individual	ABIPC0957H	Not Applicable
2	Mangadbhai Baria	130, Bariya Faliyu, Vi.-Rajpura, Dabhoi, Vadodara-391105	Non-Promoter, Individual	BDTPB7953E	Not Applicable
3	Vandana S. Goswami	53, MIG Quarters, Nr. Buddhdev Colony, Karelibaug, Vadodara-390018	Non-Promoter, Individual	BAIPG2601N	Not Applicable
4	Aashaben M. Baria	130, Bariya Faliyu, Vi.-Rajpura, Dabhoi, Vadodara-391105	Non-Promoter, Individual	EQFPB1351A	Not Applicable
5	Rakesh Bhade	423, Pardesi Faliya, Near Nava Faliya, Baranpura, Vadodara-390001	Non-Promoter, Individual	DZHPB3243K	Not Applicable

23. Other Disclosures

- The Proposed Allottees has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations, 2018.
- Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI ICDR Regulations.
- The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

If the Company was required to re-compute the price, then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.

Since the Company's equity shares are listed on recognized Stock Exchange (BSE Limited) for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM i.e. 06th February, 2023.

The Board recommends the passing of a Special Resolution as set out at Item No. 2 of this accompanying Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

ITEM NO. 3

In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital, its free reserves and securities premium account of the Company or, ii) hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

The Company has entered into Investment agreements to acquire 19.13% shareholding of Western Agrotech Innovative Limited from its shareholders for a transaction value of 4.2 Crore. The proposed transaction of acquisition of shares will exceed the limits prescribed under provisions of section 186 of the Companies Act, 2013 and the Rules made thereunder. Therefore, it is proposed to give powers to the Board of Directors or any duly constituted committee thereof, for making this investment or any other future investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to body corporate(s) or person or to acquire or invest funds in inter-corporate investments, upto an amount not exceeding Rs.50,00,00,000/- (Rupees Fifty crore only) as per section 186 of the Companies Act, 2013.

Your directors recommend the resolution for approval of the shareholders by way of a Special Resolution

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given pursuant to this **Special Resolution**.

By Order of the Board
For Retro Green Revolution Limited
Sd/-
Mr. Nimesh B. Shah
(Director)
DIN: 07600822

Date: 05-01-2023

Place: Vadodara



Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L01130GJ1990PLC014435

Name of the company: Retro Green Revolution Limited

Registered office: C/231, 2nd floor, Siddharth Excellence, Opp. D-Mart, Vasna Main Road, Vadodara, 390015.

Name of the member (s)	
Registered address	
E-mail 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:.....

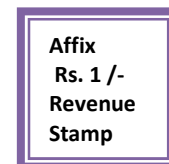
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the Monday, 06th day of February, 2023 at 11.30 a.m. at C/231, 2nd floor, Siddharth Excellence, Opp. D-Mart, Vasna Main Road, Vadodara, 390015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.		
2	Issuance of equity shares on a preferential basis ("Preferential Issue") to the Non-Promoter investors for a consideration other than cash.		
3	To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013.		

Signed this..... day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)





ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING– February 06, 2023 at 11:30 a.m.

DP Id.		Client Id. / Ben. A/c.	
Folio No.		No. of Shares	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company being held on **February 06, 2023 at 11:30 a.m.** at **C/231, 2nd floor, Siddharth Excellence, Opp. D-Mart, Vasna Main Road, Vadodara, 390015.**

Full Name of the Shareholder / Proxy (In Block Letter)

Signature

Route Map of Venue of Extra Ordinary General Meeting (EGM)

Google Maps C/231, 2ND FLOOR, SIDDHARTH EXCELLENCE, OPP. DMART , VASNA MAIN ROAD VADODARA Vadodara GJ 390015 IN

