

**SCARNOSE INTERNATIONAL LIMITED**

**CIN: U15400GJ2011PLC064911**

**Registered office: Surbhi Complex, Shop No.2, 2nd Floor, Opp. Jaynath Petrol Pump, Gondal Road,  
Rajkot Udyognagar, Rajkot, Rajkot, Gujarat, India, 360002**

**Mob. No.: 9090732032**

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**Date: 7<sup>th</sup> December, 2024**

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir/ Ma'am,

**Sub: Addendum to Notice of the Extra-Ordinary General Meeting of Scarnose International Limited to be held on Thursday, 12<sup>th</sup> December, 2024 at 04:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**

**Ref: Security Id: SCARNOSE/ Code: 543537**

In due compliance with the provisions of the Companies Act, 2013 read with rules made thereunder Scarnose International Limited (“**the Company**”) circulated a Notice dated 12<sup>th</sup> November, 2024 (“**EGM Notice**”) and Addendum to the said Notice dated 12<sup>th</sup> December, 2024 to all its shareholders for convening the Extra-Ordinary General Meeting (EGM) as mentioned above.

Addition of agendas (Resolutions along with the Explanatory Statement) to the notice of Extra-Ordinary General Meeting scheduled to be held on Thursday, 12<sup>th</sup> December, 2024. Accordingly, vide this Addendum, we wish to inform our shareholders that this addendum shall be read in conjunction with the Notice of Extra-Ordinary General Meeting scheduled to be held on Thursday, 12<sup>th</sup> December, 2024.

Other contents of the EGM Notice remain unchanged. This Addendum shall form an integral part of EGM Notice and shall also be available at on Company’s website at <https://scarnose.com/> and on the website of the Stock Exchange i.e. BSE Limited (NSE) at <https://www.bseindia.com/>.

Kindly take the same on your record and oblige us.

Thanking You.

**For, Scarnose International Limited**

**Shraddha Dev Pandya**

**Managing Director**

**DIN: 09621935**

**ADDENDUM TO NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF SCARNOSE  
INTERNATIONAL LIMITED SCHEDULED TO BE HELD ON 12<sup>TH</sup> DECEMBER, 2024**

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Addendum to Notice of the Extra-Ordinary General Meeting of Scarnose International Limited scheduled to be held on Thursday, 12<sup>th</sup> December, 2024 at 04:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Notice is hereby given pursuant to the applicable provisions of the Companies Act, 2013, as amended (the “Act”) and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) relating to addition of agendas for approval of shareholders in the upcoming Extra-Ordinary General Meeting. Attention of the shareholders is specifically drawn to the attached resolutions along with the explanatory statements and that other contents of the notice of EGM remains unchanged.

**RESOLUTIONS**

**4. Approval for change of name 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read along with the applicable rules, the approval of the shareholders in this General Meeting be and is hereby accorded to change the name of the Company from “Scarnose International Limited” to “Devi Lifecare Limited” or such other name as may be made available and approved by the Ministry of Corporate Affairs or any other competent authority”.

“**RESOLVED FURTHER THAT**, the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The name of the Company is “Devi Lifecare Limited”.

“**RESOLVED FURTHER THAT**, in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**5. Alteration of object clause in the Memorandum of Association 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clauses:

3. To carry on the business in India or elsewhere of manufacturing, trading, warehousing, clearing and forwarding agent, purchasing and selling agent, marketing, export, import, brand establishment or otherwise manufacturing, dealing, trading, re-sales in bulk drugs like all general API, oncology, beta lactam antibiotics, cephalosporins, vaccines, fermentation biotech synthetic products and its intermediates, cosmetics and pharmaceutical formulation of finished formulation of solid dosage form like tablets, capsules, ORS, dry powder, liquid syrups, pallets etc., and liquid dosage form like all IV preparations, ampoules, vials, dry powder, eye drops etc and semi solid dosage form like creams, pests, emulsions, ointments and gels etc., and personal hygiene products, baby care products, cleaning products, disinfectants and sanitizing products, deodorizing products other segments like fertilizers, agriculture farming products, chemicals and solvents relates to pharma, ayurvedic, allopathic, unani, homeopathic, herbal, in any such other form for human, animal and agriculture.

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**6. To approve Related Party Transactions with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited).**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party Transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase or/ and sale of products/ goods with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited), a Company in which directors are interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company:

<b>Sr. No.</b>	<b>Name of the Related Party with whom transaction is being undertaken and Nature of relationship</b>	<b>Nature of Transaction</b>	<b>Total amount of transaction proposed</b>	<b>Name of Director or Key Managerial Personnel who is related</b>
1.	M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) a Company in which Key Management Personnel exercise Significant influence	Sale and/ or Purchase of products/ goods/ raw material/ assets	Not more than Rs. 100.00 Crores (Rupees One Hundred Crores Only)	Jayshreeben Dineshkumar Pandya, Dineshkumar Bhanushankar Pandya, Shraddha Dev Pandya and Maharshi Jigar Pandya

**“RESOLVED FURTHER THAT**, the total value of contracts/ arrangement/ transactions of purchase and/ or sale of products/ goods with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) in any financial year should not exceed Rs. 100.00 Crores.”

**“RESOLVED FURTHER THAT**, the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

## 7. To approve Related Party Transactions with M/s. Dadaji Lifescience Private Limited.

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

**“RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase or/and sale of products/goods with M/s. Dadaji Lifescience Private Limited, a Company in which Directors are interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be on arm’s length basis and in the ordinary course of business of the Company:

<b>Sr. No.</b>	<b>Name of the Related Party with whom transaction is being undertaken and Nature of relationship</b>	<b>Nature of Transaction</b>	<b>Total amount of transaction proposed</b>	<b>Name of Director or Key Management Personnel who is related</b>
1.	M/s. Dadaji Lifescience Private Limited) a Company in which Key Management Personnel exercise Significant influence	Sale and/ or Purchase of products/ goods/ raw material/ assets	Not more than Rs. 100.00 Crores (Rupees One Hundred Crores Only)	Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya, Jigar Dineshkumar Pandya

**“RESOLVED FURTHER THAT**, the total value of contracts/ arrangement/ transactions of purchase and/or sale of products/goods with M/s. Dadaji Lifescience Private Limited in any financial year should not exceed Rs. 100.00 Crores.”

**“RESOLVED FURTHER THAT**, the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

## 8. To approve Borrowing Limits under Section 180 (1) (C) of the Companies Act, 2013.

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

**“RESOLVED THAT**, in suppression of earlier resolutions passed by the Company and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to borrow monies as and when required, from, any Bank and/ or other Financial Institution and/ or foreign lender and/ or anybody corporate/ entity/ entities and/ or authority/ authorities and/ or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and/ or by way of commercial borrowings from the private short term loans or any other instruments etc. and/ or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company in the Ordinary course of business exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 100.00 Crores (Rupees One Hundred Crores Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves at any time.

**“RESOLVED FURTHER THAT,** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. **To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertakings.**

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

**“RESOLVED THAT,** in suppression of earlier resolutions passed by the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge/ mortgage/ pledge/ hypothecation/ security in addition to existing charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/ to be entered into between the Company and the Lender(s)/ Agent(s)/ Trustee(s)/ State Government(s)/ Agency(ies) representing various state government and/ or other agencies etc. in respect of the said loans/ borrowings/ debentures/ securities/ deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/ Agent(s)/ Trustee(s)/ State Government(s)/ Agency(ies), etc.”

**“RESOLVED FURTHER THAT,** the securities to be created by the Company as aforesaid may rank prior/ pari passu/ subservient with/ to the mortgages and/ or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

**“RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the aforesaid mortgages and/ or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution.”

**10. Power under Section 186 of the Companies Act, 2013:**

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

**“RESOLVED THAT**, in suppression of earlier resolutions passed by the Company, and pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/ acquire the securities of any body corporate by way of subscription/ purchase or otherwise for an amount not exceeding Rs. 100.00 Crores (Rupees One Hundred Crores Only) outstanding at any point in time, notwithstanding that the aggregate of the loan, guarantee or security or investments so far given/ provided/ made or to be given/ provided/ made exceeds the limits/ will exceed the limits laid down by the Act.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively “transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

**Registered Office:**

Surbhi Complex, Shop No. 2, 2<sup>nd</sup> Floor,  
Opp. Jaynath Petrol Pump, Gondal Road,  
Rajkot Udyognagar, Rajkot, Gujarat,  
India – 360 002.

**Date:** 7<sup>th</sup> December, 2024

**Place:** Rajkot

**By order of the Board  
For, Scarnose International Limited**

**Sd/-  
Shraddha Dev Pandya  
Managing Director  
DIN: 09621935**

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

#### **Item No. 4:**

At the Board meeting held on Thursday, 10<sup>th</sup> October, 2024, the Directors of the Company put forward the proposal to change the name of the Company by new name “**DDJ Agropharma Impex Limited**” or “**DJD Agropharma Impex Limited**” or such other name as may be made available and approved by the Ministry of Corporate Affairs or any other competent authority, would be used to give better representation in the Market. However, due to non-availability, the Company has decided to change the name of the Company from ‘**Scarnose International Limited**’ to ‘**Devi Lifecare Limited**’ or such other name as may be made available and approved by the Ministry of Corporate Affairs or any other competent authority.

As a result of change in the name, the Clause I of the Memorandum of Association is also required to be suitably amended.

Your Directors recommend the above-mentioned change of name of the Company as a Special Resolution for the approval of Shareholders in this General Meeting. Further, Certificate from Statutory Auditor stating compliance with conditions provided in Regulation 45 of SEBI (LODR) Regulations, 2015 for the name change of the Company, is attached as **Annexure** to the Explanatory Statement to the Notice.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

#### **Item No. 5:**

The Board of Directors in their meeting held on Thursday, 10<sup>th</sup> October, 2024 have proposed to expand the business activities of the Company and decided to alter the main object of the Company.

As per section 13 of the Companies Act, 2013 any alteration in the object clause of the Memorandum of Association of the Company (Clause III) shall require approval of members by way of Special Resolution and therefore the Board of Directors seeks approval of Members for alteration of object clause in the Memorandum of Association of the Company by alter object as stated in the proposed resolution.

None of the Directors or relatives of Directors are concerned or interested in the proposed Resolution set out at Item No. 5.

#### **Item No. 6:**

To ensure stability of purchase or sale of goods, raw materials, your Company proposes to enter into transaction(s) with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited), the quantity to be purchased from or sold to M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) will be based on arm’s length price. The total value from M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) of the proposed transaction(s) could reach up to maximum Rs. 100.00 Crores.

The Members are apprised that pursuant to the Section 188 of the Act and applicable rules framed there under provide that any Related Party Transactions will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last Audited Financial Statements of the Company.

Accordingly, transaction(s) entered into with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable rules framed there under read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited).

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, a particular of the transaction(s) with M/s. Dada Organics Limited (Formerly known as Dada Organics Private Limited) is as follows:

<b>Sr. No</b>	<b>Particulars</b>	<b>Remarks</b>
1.	Name of the Related Party	Dada Organics Limited (Formerly known as Dada Organics Private Limited).
2.	Name of the Director or KMP who is related	Jayshreeben Dineshkumar Pandya, Dineshkumar Bhanushankar Pandya, Shraddha Dev Pandya and Maharshi Jigar Pandya.
3.	Nature of Relationship	All the above persons are either Directors or relative of the Directors in the Company.
4.	Nature, duration, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arm's length basis.
5.	Any advance paid or received the contract or arrangement, if any	NIL
6.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	In the ordinary course of business and on an arm's length basis.
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	NIL
8.	Any other information relevant or important for the members to take a decision on the proposed resolution	NONE

The Board is accordingly proposing this resolution for the consideration of the Members other than the members being related parties and interested in the transaction and thereby prohibited to vote as per the provisions of Section 188 of the Act for passing the Resolution as set out in the above Notice. The Board of Directors recommends passing of the resolution as set out at Item No. 06 of this Notice as an Ordinary Resolution.

**Item No. 7:**

To ensure stability of purchase or sale of goods, your Company proposes to enter into transaction(s) with M/s. Dadaji Lifescience Private Limited, the quantity to be purchased from or sold to M/s. Dadaji Lifescience Private Limited will be based on arm's length price. The total value from M/s. Dadaji Lifescience Private Limited of the proposed transaction(s) could reach up to maximum Rs. 100.00 Crore.

The Members are apprised that pursuant to the Section 188 of the Act and applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last Audited Financial Statements of the Company.

Accordingly, transaction(s) entered into with M/s. Dadaji Lifescience Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Dadaji Lifescience Private Limited.



Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, a particular of the transaction(s) with M/s. Dadaji Lifescience Private Limited is as follows:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1)	Name of the Related Party	Dadaji Lifescience Private Limited
2)	Name of the Director or KMP who is related	Deviben Dineshbhai Pandya, Dev Dineshbhai Pandya and Jigar Dineshkumar Pandya.
3)	Nature of Relationship	All the above persons are relative of the Directors in the Company.
4)	Nature, duration, material terms, monetary value and particulars of the contract or arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arm's length basis.
5)	Any advance paid or received the contract or arrangement, if any	NIL
6)	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	In the ordinary course of business and on an arm's length basis.
7)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	NIL
8)	Any other information relevant or important for the members to take a decision on the proposed resolution	NONE

The Board is accordingly proposing this resolution for the consideration of the Members other than the members being related parties and interested in the transaction and thereby prohibited to vote as per the provisions of Section 188 of the Act for passing the Resolution as set out in the above Notice. The Board of Directors recommends passing of the resolution as set out at Item No. 07 of this Notice as an Ordinary Resolution.

**Item No. 8:**

The Chairman informed the Board that as per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings requirement in future and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at Item No. 8 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to Rs. 100.00 Crores (Rupees One Hundred Crores Only) in excess of the aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of this Notice.

**Item No. 9:**

The Chairman informed the Board that as per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company. In view of the resolution relating to borrowing powers stated in Item No. 8, the Company may have to create further charges/ mortgages in favour of the lenders. Since the invocation of security/ mortgage by the lender may be regarded as a disposal of the undertaking by the Company in favor of the Institutions/ Banks, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said charges/ mortgages.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of this Notice to enable to the Board of Directors to borrow money and create charges/ mortgages to secure the borrowings as mentioned in Item No. 8 of this Notice.

**Item No. 10:**

The Chairman informed the Board that as per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for giving loan to any person or body corporate or giving guarantee or providing security in connection with a loan to any other person or body corporate or invest/ acquire the securities of any body corporate by way of subscription/ purchase or otherwise in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

As on date the aggregate amount of the investments in shares/ debentures, loans and guarantee(s)/ security(ies) made, given, or provided by the Company to other bodies corporate are within the limits provided in Section 186 of the Companies Act, 2013. However, looking to the future business requirements, the Board feels prudent and desirable to have ad-hoc limit up to which Board can give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/ acquire the securities of any body corporate by way of subscription/ purchase or otherwise without further approval of Shareholders.

Therefore, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/ acquire the securities of any body corporate by way of subscription/ purchase or otherwise, in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

**SHAREHOLDERS MAY PLEASE NOTE THAT THIS ADDENDUM SHALL BE READ IN CONJUNCTION WITH THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING.**

**Registered Office:**

Surbhi Complex, Shop No. 2, 2<sup>nd</sup> Floor,  
Opp. Jaynath Petrol Pump, Gondal Road,  
Rajkot Udyognagar, Rajkot, Gujarat,  
India – 360 002.

**By order of the Board  
For, Scarnose International Limited**

**Date:** 7<sup>th</sup> December, 2024

**Place:** Rajkot

**Sd/-  
Shraddha Dev Pandya  
Managing Director  
DIN: 09621935**

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir / Madam,

**Sub: Auditor's Certificate for change of name of Scarnose International Limited**

With reference to the application for BSE Approval on change of name of the Company from "Scarnose International Limited" to "DDJ Agropharma Impex Limited" or "DJD Agropharma Impex Limited" or such other as may be made available name and approved by the Ministry of Corporate Affairs or any other competent authority with reference to Regulation 45 of SEBI (LODR) Regulations, 2015, we M/s. K M Chauhan & Associates, Chartered Accountants, Rajkot (FRN: 125924W) hereby confirm and certify that the Company has complied with the following conditions as mentioned in sub-regulation (1) of Regulation 45 of SEBI (LODR) Regulations, 2015:

1. A time period of at least one year has elapsed from the last name change of the Company i.e., Scarnose International Limited. **Yes. A time period of at least one year has elapsed from the last name change and accordingly the company has complied with the provisions of Regulation 45 (1) (a) of SEBI (LODR) Regulations, 2015. Last Name Change Certificate was issued on 26/07/2018.**
2. At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name i.e., "DDJ Agropharma Impex Limited" or "DJD Agropharma Impex Limited" or such other name as may be made available approved by the Ministry of Corporate Affairs or any other competent authority. **Not Applicable, since the change in the business activity is yet to be approved by the Shareholders.**
3. The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity – **Not Applicable.**

For, M/s. K M Chauhan & Associates,  
Chartered Accountants  
FRN: 125924W



Kishorsinh M. Chauhan  
Partner  
Membership No: 118326  
UDIN: 24118326BKHJWN1663



Place: Rajkot  
Date: 10/10/2024