

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF NATURO INDIABULL LIMITED TO BE HELD ON SATURDAY, 09<sup>th</sup> DAY OF MARCH, 2024 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT HOUSE NO. M-43 AND 44, RAGHU VIHAR, M BLOCK, SHIPRA PATH, MANSAROVAR, JAIPUR, RAJASTHAN, INDIA, 302020 TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any modifications or amendments thereof, for the time being in force), M/s. H. Rajen & Co., Chartered Accountants (FRN: 108351W) be and is hereby appointed as the statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Ajay Kumar Vijayvergia & Associates, Chartered Accountants (FRN: 003833C), to hold the office of the statutory auditors of the Company w.e.f. 08 February 2024 till the conclusion of the ensuing Annual General Meeting and that any of the Directors in consultation with the Auditors, be and are hereby authorized to fix the remuneration payable plus applicable taxes and reimbursement of out-of-pocket expenses, if any, incurred by them for audit purpose.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, including the authority to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to execute any documents, forms, paper and to file any form or documents with the statutory authorities and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**2. ALTERATION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects clauses of the Memorandum of Association ("MoA") of the Company by inserting following paragraph numbers under Clause III (A):

**NATURO INDIABULL LIMITED**

**Regd. Office: House No.M-43 And 44, Raghu Vihar, M Block, Shipra Path, Mansarovar, Jaipur,  
Rajasthan, India, 302020**

**CIN: L72900RJ2016PLC055890 E-Mail: [info@naturoindiabull.com](mailto:info@naturoindiabull.com) Contact: +91-9928234076**

**Website: [www.naturoindiabull.com](http://www.naturoindiabull.com)**

5. *To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate, Manufacturing, Trading, Importers, Exporters, Buying and Selling Agents, Representatives, Commission Agents, Clearing and Forwarding Agents, General Brokers, Promoters and Organizers of Sales and Marketing of all type of fleet carriers, all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, Tipper, Dumper, Mobile Cranes, Tower Cranes, Backhoe & Loaders, Road Equipment, Forklift Trucks, Agricultural Equipment, Tractors, other machineries including all type of parts, accessories and other related activities thereof.*
6. *To carry on the business of manufacturing fertilizers of all kinds and description, chemicals and other allied items required for agricultural and other industries.*
7. *To manufacture, produce, refine, process, formulate, mix or prepare, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in and deal with, import and export any and all classes and kinds of fertilisers, organic fertilisers, inorganic fertilisers, agricultural chemicals, manures, their mixtures and formulations and any and all classes and kinds of chemicals, source materials, ingredients, mixtures derivatives and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to water soluble fertilisers and agricultural and industrial chemicals of all kinds, and industrial and other preparations or products arising from or required in the manufacture, refining etc. of any kind of water soluble fertilisers, fertiliser, manure, their mixtures and formulations.*
8. *To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or aero planes or other means of transport, to establish and to construct and operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, fleet owners of trucks, trailers, cranes, bulldozers and all types of earth moving equipment's and machines.*
9. *To carry on the businesses of provider of transportation logistics services to any person, firm, company, body corporate or association of persons in India or abroad in relation to transport of persons and goods, of all kind and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc., management of warehouses and logistics centres, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology / communication support and while rendering such service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses, etc. to third parties and development and sale of for managing transportation services, managing Container Freight Stations and act as Freight contractors, Freight Forwarding agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company*

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Website: [www.naturoindiabull.com](http://www.naturoindiabull.com)**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any of its duly authorised Committees) and/or Company Secretary or any officer(s) so authorised by the Board, be and are hereby SEVERALLY authorised to do all acts, deeds, matters, and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

**Place: Jaipur  
Date: 08 February 2024**

**By order of the Board of Directors**

**For Naturo Indiabull Limited**

**For No**

**Limited**

*Gaurav Jain*

**Director**

**Gaurav Jain  
Managing Director  
DIN: 08560737**

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**Notes:**

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special businesses' forms part of the Notice. The Board of Directors of the Company on 08 February 2024, considered the special business under Item Nos. 1 & 2 as unavoidable and to be transacted at EGM of the Company.
- In compliance with the MCA Circulars, Notice of EGM inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is sent only through electronic mode to those Shareholders whose email ids are registered with the Company/ Depositories/ Depository Participants/ RTA and appearing as on Friday, 09 February 2024. Communication of assent/ dissent of Shareholders shall only take place through remote e-voting system.

Shareholders may note that Notice of EGM shall also be available on the Company's website [www.naturoindiabull.com](http://www.naturoindiabull.com) and the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com); and on the website of Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in).

The EOGM Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA") unless any member has requested for a hard copy of the same.

Members who have not registered their email IDs are requested to do so at the earliest for receiving all the communications including notices, letters etc., in electronic mode from the Company. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.

- Venue for the EGM shall be the Corporate Office of the Company at House No.M-43 And 44, Raghu Vihar, M Block, Shipra Path, Mansarovar, Jaipur, Rajasthan, India, 302020.

In compliance with the provisions of Section 108 of the Act read with Relevant Rules, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA General Circulars, the facility for remote e-voting and e-voting in respect of the businesses to be transacted at the EGM is being provided by the Company through CDSL.

General instructions for voting through electronic means including remote e-voting is enclosed as **Annexure 1**.

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member.

The instrument appointing the proxy, in order to be effective, must be deposited at the corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate / institutional members intending to authorize their representative to attend the Meeting through VC facility are requested to send to the Company a certified true copy of the Board resolution with attested specimen

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signature of the authorized signatory(ies) authorizing their representative to attend and vote on their behalf at the Meeting. The said resolution/authorization shall be sent at the email id of the scrutinizer, i.e., [uravshisharma5@gmail.com](mailto:uravshisharma5@gmail.com).

- Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
- All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during business hours on all working days up to the date of EOGM.
- In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EOGM is enclosed.
- Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of Friday 01<sup>st</sup> March 2024, will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.

- **Scrutinizer for the EGM**

M/s. Uravshi Sharma & Associates, ((Membership No. ACS- 42987 & CP No.- 25168)), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.

Scrutinizer shall submit his report to the Chairperson or the Company Secretary of the Company after the completion of scrutiny. Results of the Meeting along with Scrutinizer Report shall be declared by the Chairperson or the Company Secretary of the Company **on or before Tuesday 12 March 2024** and shall also be placed on the Company's website and on the website of RTA at [www.linkintime.co.in](http://www.linkintime.co.in).

- As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this EOGM will be published in one English newspaper (All edition) and in one vernacular language newspaper (regional edition) in which registered office of the Company is situated.
- To support the "Green initiative" members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

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

- I. The voting period begins on Wednesday 06<sup>th</sup> March 2024 from 9.00 a.m. (IST) and shall end on Friday, 08<sup>th</sup> March 2024 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 01<sup>st</sup> March 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of

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Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- IV. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the</li></ol>

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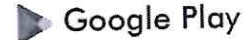
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home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-

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	Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- 7) After entering these details appropriately, click on the "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they

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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.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN **240213001** for the relevant Naturo Indiabull Limited on which you choose to vote.
  - 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.
  - Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - 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.
  - Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
    - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
    - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - e) 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.
    - f) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@naturoindiabull.com](mailto:cs@naturoindiabull.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e voting system for the scrutinizer to verify the same.

**NATURO INDIABULL LIMITED**

**Regd. Office: House No.M-43 And 44, Raghu Vihar, M Block, Shipra Path, Mansarovar, Jaipur,  
Rajasthan, India, 302020**

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**Website: [www.naturoindiabull.com](http://www.naturoindiabull.com)**

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 01: APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY**

The Board of Directors in the meeting held on 08 February 2024 took note of the Circulation Resolution passed on 28 January 2024 wherein a recommendation was made to appoint M/s. H. Rajen & Co., Chartered Accountants (FRN: 108351W), Mumbai on account of a casual vacancy arising due to the resignation of M/s. Ajay Kumar Vijayvergia & Associates, Chartered Accountants (FRN: 003833C), Jaipur as Statutory Auditors of the Company to carry out the Statutory Audit of the Company for the F.Y. 2023-24 and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration as determined by the board. Further, on the recommendation of the Board, the members hereby accord to appoint M/s. Ajay Kumar Vijayvergia & Associates, Chartered Accountants (FRN: 003833C), Mumbai as Statutory Auditors of the Company to carry out the Statutory Audit of the Company for the F.Y. 2023-24 and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration as determined.

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

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

**ITEM NO 2: ALTERATION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MOA) is required to be covers all the activities which carried on or to be carried on by the Company, but in order to diversify the business of the company is considering to add the new activity with the object of India or abroad the business to to establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate, Manufacturing, Trading, Importers, Exporters, Buying and Selling Agents, Representatives, Commission Agents, Clearing and Forwarding Agents, General Brokers, Promoters and Organizers of Sales and Marketing of all type of fleet carriers, all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, Tipper, Dumper, Mobile Cranes, Tower Cranes, Backhoe & Loaders, Road Equipment, Forklift Trucks, Agricultural Equipment, Tractors, other machineries including all type of parts, accessories and other related activities thereof. To carry on business of manufacturing fertilizers of all kinds and description, chemicals and other allied items required for agricultural and other industries. To manufacture, produce, refine, process, formulate, mix or prepare, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in and deal with, import and export any and all classes and kinds of fertilisers, organic fertilisers, inorganic fertilisers, agricultural chemicals, manures, their mixtures and formulations and any and all classes and kinds of chemicals, source materials, ingredients, mixtures derivatives and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to water soluble fertilisers and agricultural and industrial chemicals of all kinds, and industrial and other preparations or products arising from or required in the manufacture, refining etc. of any kind of water soluble fertilisers, fertiliser, manure, their mixtures and formulations. To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or aero planes or other means of transport, to establish and to construct and

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operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, fleet owners of trucks, trailers, cranes, bulldozers and all types of earth moving equipment's and machines and to carry on the businesses of provider of transportation logistics services to any person, firm, company, body corporate or association of persons in India or abroad in relation to transport of persons and goods, of all kind and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc., management of warehouses and logistics centres, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology / communication support and while rendering such service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses, etc. to third parties and development and sale of for managing transportation services, managing Container Freight Stations and act as Freight contractors, Freight Forwarding agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company.

The said addition in the main Objects Clause III (A) as set out in the resolution is to facilitate diversification, expansion, and new areas of avenues and opportunities to the company's growth. This will enable the Company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company. This will also enlarge the area of operations of the Company. Pursuant to section 13 and section 4 of the Act, the above-said proposal requires the consent of the members by way of special resolution.

The above amendment would be subject to the approval of the Registrar of Companies and any other statutory or Regulatory authority, as may be necessary. The Directors commend the passing of the resolution as a special resolution under item No. 2 of the accompanying Notice for the approval of the members of the company, and as per the provisions and rules of the Companies Act, 2013 the company is providing the E-voting facility to the shareholder for approval on alteration in the Main Object of the memorandum of association of the Company.

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

The Board, therefore, recommends resolutions set out under business Item No. 02 for approval of the shareholders by way of Special Resolution.

**By order of the Board of Directors  
For Naturo Indiabull Limited**

**For Naturo Indiabull Limited**  
  
**Ganraj Jain**  
**Managing Director**  
**DIN: 08560737**

**Place: Jaipur  
Date: February 08, 2024**

**PROXY FORM**

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

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

1. Name \_\_\_\_\_ Address \_\_\_\_\_  
 Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
2. Name \_\_\_\_\_ Address \_\_\_\_\_  
 Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Saturday, 09<sup>th</sup> March 2024 at 03:00 p.m. at the registered office of the company situated at House No.M-43 And 44, Raghu Vihar, M Block, Shipra Path, Mansarovar, Jaipur, Rajasthan, India, 302020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolution	Voted	
		For	Against
1.	APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY		
2.	ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY		

Signed \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2024.



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

- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  - For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the Extra Ordinary General Meeting.
  - Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

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**ATTENDANCE SLIP**

<b>DPID No.:</b>	<b>Folio No.:</b>
<b>Client ID No.:</b>	<b>No. of shares held:</b>

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

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I / We hereby record my/our presence at the Extra-ordinary General Meeting of the Company to be held on Saturday, 09<sup>th</sup> March 2024 at 03:00 p.m. at the registered office of the company situated at House No.M-43 And 44, Raghu Vihar, M Block, Shipra Path, Mansarovar, Jaipur, Rajasthan, India, 302020.

\_\_\_\_\_  
**Member's / Proxy's Signature**

Note:

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

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## Route Map for Extra-Ordinary General Meeting

Date: March 09, 2024

Day: Saturday

Time: 03:00 P.M.

Address: House No.M-43 And 44, Raghu Vihar, M Block, Shipra Path, Mansarovar, Jaipur, Rajasthan, India, 302020.

