

NOTICE IS HEREBY GIVEN THAT an Extra Ordinary General Meeting of Members of Narendra Investments (Delhi) Limited (“Company”) will be held on Tuesday, the 15th day of December, 2020 at 11.00 A.M.(IST) through Video Conference (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

CHANGES OF THE MAIN OBJECT CLAUSE AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ARE AS FOLLOWS:

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 provision of section 13 of the Companies Act, 2013, read with Rules made thereunder including any statutory modifications or re-enactment for the time being in force subject to approval of members of the Company and Registrar of Companies, the consent of the board of director of the company be and is hereby accorded to amend the Memorandum of Association to change the object clauses of the memorandum of the company, be and is hereby inserting new clauses are as follows:-

Clause iii (A) of the Objects clause of the Memorandum of Association of the Company be titled as **‘THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**, deleting paras 1, 2, 3 & 4 of Clause iii (A) and following 2 (Two) new paras shall be inserted:

- 1. To carry on the business of manufacturing, processing, formulating, producing, refining, fermenting, converting, distilling, purifying, blending, buying, importing, stocking, supplying, selling, distributing, trading, exporting and dealing in all kinds and varieties of chemicals of various specifications, purities, nature including speciality chemicals, organic and inorganic chemicals and compounds thereof, bio-chemicals, petro-chemicals, insecticides, cleaning chemicals, chemical compounds, laboratory chemicals, scientific chemicals, agricultural chemicals, preservative chemicals, industrial chemicals, heavy chemicals, pharmaceutical chemicals, fine chemicals, photographic chemicals, water purification chemicals and all or any of the by-product resulted there from, whether used presently or to be invented in future, for industrial, medical, pharmaceutical, agricultural, domestic, household, waste treatment purposes.*
- 2. To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, chemical elements and compounds, laboratory and scientific chemicals, pharmaceutical chemicals, agricultural chemicals, hexamine, fertilizers, petro-chemicals, industrial chemicals or any mixtures, derivatives, articles and compounds thereof, acids, gases, and compounds, dyes, cosmetics, drugs, Perfumery, pharmaceutical and medical preparations.*

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

ITEM NO. 2

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN 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 Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into. 50,00,000/- (Fifty Lakhs only) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) equity shares of Rs. 10 each, ranking pari passu with the existing equity shares.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs.10/- each.

The shares forming the capital (original, increased or reduced) may be sub divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise

RESOLVED FURTHER THAT the Board of Directors of the Company (“Board”) and / or the Company Secretary and / or any other person authorised by the Board be and is hereby authorised to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms / documents with appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution.”

ITEM NO. 3

TO CONSIDER RESOLUTION ON THE MATTERS SPECIFIED UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and read with Companies (Meeting of Board and its Power) Rules 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors (hereinafter referred as the “Board” which term shall be deemed to include any duly constituted Committee of the Board) to sell, dispose of, all or any of the movable/immovable properties of the Company or mortgage and/or charge, in addition to mortgage/charges created by the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board may determine on both the present and future and/or whole or substantially whole or any part of undertaking(s) of the Company together with the power to take over the management of the Company and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and

Trustee/Trustee(s) in foreign currency and/or Indian rupee currency and securities (comprising fully/partly Convertible Debentures and/or Non- Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company, from time to time, subject to the limit approved under Section 180(1) (a) & (c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premium on prepayments, remuneration of the Agents/Trustee, premium (if any) on redemption, all other costs, charges and expenses 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)/Heads of Agreement(s), Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agents/Trustees, in respects of the said loans/borrowings/debentures/bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf from time to time.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to finalize settle and transfer and to execute necessary documents, papers, deeds, writing, undertaking, agreements and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution and resolve any questions, difficulties or doubts that may arise in this regard to sell, dispose of or creating mortgage/charge/transfer as aforesaid as they may in their absolute discretion deem fit in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to the Board of Directors or any one or more Directors, as may be deemed necessary to give effect to this resolution.”

ITEM NO. 4

TO CONSIDER RESOLUTION ON THE MATTERS SPECIFIED 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 subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Meeting of Board and its Power) Rules 2014, made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from any Bank and/or other Financial Institution and/or foreign lender and/or body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate of the paid-up share capital and free reserves and Securities Premium of the Company or limit so prescribed under section 180 (1) (c) of the Company as may be amended from time to time, Whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the

Board of Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

ITEM NO. 5

TO INCREASE THE LIMIT OF INTER-CORPORATE LOANS, INVESTMENT, GUARANTEES AND SECURITY:

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 186 (3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modifications or re-enactments thereof the Company hereby authorizes its Board of Directors to invest by way of subscription, purchase or otherwise in the securities of any other body corporate whether or not such body corporate is its subsidiary/associate company and/or to make loans to any person or body corporate and/or to give any guarantee or provide security in connection with loan(s) to any other body corporate or person even if such loans, guarantees, securities and investments together with the aggregate of loan(s) made, guarantee(s) given, security(ies) provided and investment(s) made from time to time is in excess of the ceiling prescribed under Section 186 of the Companies Act, 2013 computed on the basis of the Audited Accounts of the financial year immediately preceding the financial year in which such loans are made, guarantees given, securities provided and investments made, provided that the excess over the ceiling prescribed under Section 186 of the Companies Act, 2013 computed at the beginning of the financial year will not at any time exceeds limit specified in above mentioned Sub Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Board of Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution,”

ITEM No. 6

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and also pursuant to the consent of the Audit Committee and the Board of Directors, and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members be and is hereby accorded to the Company to approve all contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), with ‘Related Parties’ within the definition of the Companies Act, 2013 and Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and such related parties.

RESOLVED FURTHER THAT in this regard, the Board (hereinafter referred to as “the Board” which term shall include any Committee thereof) is hereby authorized to negotiate, finalise, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

ITEM No. 7

APPROVAL FOR DIVESTMENT OF INVESTMENTS IN SUBSIDIARY.

To consider and, it thought fit to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies An. 2013, the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for divestment by way of sale, transfer or disposal of shareholding in Material subsidiary i.e. 1. Fudkor India Private Limited (51% Subsidiary) and 2. Vegico Foods Private Limited (100% Subsidiary) to the following investors (Transferee) upon such mutually agreeable terms and conditions and with power to agree to accept modifications, if any, as may be required by any of the concerned authorities or otherwise as may be agreed by the Board of Directors of subsidiary in its absolute discretion, which post such divestment will result to ceasing to exercise its overall control over to its said material subsidiary.

Sr. No.	Name of Subsidiary	Transferor	Transferee	No. of shares	Percentage holding in Subsidiary	Consideration (on the basis of Book Value or cost whichever is higher)
1.	Fudkor India Private Limited	Narendra Investments (Delhi) Limited	2B Black BIO LLP	25,500 shares of ₹10/- each	51%	₹ 38,25,000 (Book value per share as on 30.09.2020: ₹ -763.55)
2.	Vegico Foods Private Limited	Narendra Investments (Delhi) Limited	2B Black BIO LLP	10,000 shares of ₹10/- each	100%	₹ 2,00,000 (Book value per share as on 30.09.2020: ₹ -488.06)
		Total				₹ 40,25,000

RESOLVED FURTHER THAT directors of the Company be and is hereby authorised to take all such necessary steps/actions as may be deemed expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard."

ITEM No. 8

APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

To appoint Auditors, and in this regard to consider and if thought fit, to pass, the following resolution with or without modification as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. Thanawala & Company, Chartered Accountants, having FRN.: 110948W, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s A N A M & Associates, Chartered Accountants, Ahmedabad.

RESOLVED FURTHER THAT M/s. Thanawala & Company, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from November 12, 2020, until the conclusion of the ensuing 44th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors.”

ITEM No. 9

APPOINTMENT OF MR. UMESH MORE, AS AN EXECUTIVE DIRECTOR:

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

“RESOLVED THAT in accordance with the provisions of Section 149, 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Umesh More, who was appointed as an additional director in the category of Executive Director of the Company with the effect from November 12, 2020 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom, the appointment has been recommended by the Nomination and Remuneration Committee of the company and the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RSOLVED FURTHER THAT the Executive Director & Key Managerial Personnel be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197, 198 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment) thereof, for the time being in force) and Schedule V of the Companies Act, 2013 approval of the Company, for a period of 5 (Five) years effective from November 12, 2020 to November 11, 2025 upon the terms and conditions including remuneration payable to him as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Umesh More.

RESOLVED FURTHER THAT the remuneration payable to Mr. Umesh More, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Umesh More, Executive Director be entrusted with such powers to perform such duties as may time to time be delegate/ entrusted to him subject to the supervision and control of the Board.”

RESOLVED FURTHER THAT the Executive Director & Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the aforesaid resolution.”

Place: Thane

Date: November 12, 2020

By Order of the Board of Directors

For Narendra Investments (Delhi) Limited

Sd/-
Chintan Doshi
Company Secretary

Registered & Corporate Office:

1, Matru Chhaya, M Karvye Road,
Opp. Dr. Bedekar Hospital, Naupada,
Thane (W) - 400602

Tel: + 022-25390009/25438095

CIN: L65993MH1977PLC258134

Website: www.narendrainvestment.com

Email: narendrainvestmentsdelhi@gmail.com

NOTES:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (as amended from time to time) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, in each case, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM will be provided by CDSL.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, Ministry of Corporate Affairs, Government of India, allowed conducting extraordinary general meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs has issued circulars prescribing the procedures and manner of conducting extraordinary general meetings through VC/ OAVM. In terms of the said circulars, the EGM of the members will be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only. The
3. detailed procedure for participation in the meeting through VC/OAVM is mentioned below and available at the Company’s website www.narendrainvestment.com

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
5. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (as amended from time to time).
7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (as amended from time to time) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice of EGM has been uploaded on the website of the Company at www.narendrainvestment.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility), i.e., www.evotingindia.com

Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

9. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

A. VOTING THROUGH ELECTRONIC MEANS:

- a. The remote e-voting period commences on 12th day, December, 2020 (at 9.00 a.m. IST) and ends on 14th day, December, 2020 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., 4th day December, 2020, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- b. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. 4th day, December, 2020.
- c. Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

B. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

Manner of Voting Electronically using CDSL e-Voting system:

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

Step1:

Log-into CDSL e-Voting system at www.evotingindia.com

Step2:

Cast your vote electronically on CDSL e-Voting system.

- i. Open the internet browser by typing the URL: www.evotingindia.com
- ii. Click on Shareholder-Login
- iii. If you are already registered with CDSL for e-voting then you can use your existing user ID and password.
- iv. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with thee-mail as initial password.
- v. Open email and open attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- vi. Once thee-voting home page opens, click one-Voting>Active Voting Cycles.
- vii. Select "EVEN" (E-Voting Event Number) of Narendra Investments (Delhi) Limited. Now you are ready for e-voting as Cast Vote page opens.
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have vote don't here solution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS:

- i. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.shravangupta@gmail.com
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evotingindia.com or call on toll free number 1800-222-990.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES, FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THE NOTICE OF EoGM:

- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to Bigshare on its website at www.bigshareonline.com.
- ii. In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to your Depository Participant (DP).

A. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

- i. The procedure for e-Voting on the day of the EoGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EoGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the EoGM. However, they will not be eligible to vote at the EoGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EoGM shall be the same person mentioned for Remote e-voting.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EoGM THROUGH VC/OAVM:

- i. Members will be provided with a facility to attend the EoGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of CDSL.
- ii. The Members can join the EoGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EoGM without restriction on account of first come first served basis.

- iii. Members are advisable to join the Meeting through Laptops for better experience.
- iv. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- v. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Shareholders, who would like to express their views / have questions, may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at narendrainvestmentdelhi@gmail.com. The same will be replied by the Company suitably, either in advance or at the time of EoGM.
- vii. Members who would like to express their views or ask questions during the EoGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at narendrainvestmentdelhi@gmail.com from November 17, 2020 (at 9.00 a.m. IST) to December 12, 2020 (at 5.00 p.m. IST). Those Members who have registered themselves as a speaker will only
- viii. be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EoGM.
- ix. Mr. Shravan Gupta, Practicing Company Secretary (Membership No.27484) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the EoGM, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- x. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the EoGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.narendrainvestment.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
- xi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 15th day, December, 2020.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

ITEM NO. 1

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive and to change the main business activities to be undertaken by Company i.e. Manufacturing and Trading in Chemicals proposed to change main objects in the object clause of the Memorandum of Association of the Company.

The principal business of the Company at present is Investments and looking to adopt new business conditions in the field of chemicals industry due to enormous potentials and it is growing rapidly and hence the Board feels that Company shall change its activities by undertaking such opportunities in new sectors as stated in the above resolution.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Statutory or Regulatory Authority, as may be necessary.

The Board at its meeting held on November 12, 2020 has approved alteration of the object clause of MOA of the Company and the Board now seeks Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the amended MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

Your approval seeks to require by e-voting pursuant to provisions of Section 108 of the Companies Act, 2013 or in terms of Section 102 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Your directors recommend the special resolutions for your approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2

The issue and allotment of equity shares of the Company on preferential basis through private placement as referred to in the resolution at Item No. 2, will result in an increase in the paid-up share capital of the Company. However, the current authorised share capital of the Company is not sufficient to accommodate the increase in the paid-up share capital of the Company on account of issuance of equity shares on preferential basis through private placement Therefore, the Company proposes to increase its authorised share capital from Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into. 50,00,000/- (Fifty Lakhs only) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) equity shares of Rs. 10 each

As per section 42 (1), 61(1) & 62 (1) (c) and other applicable provisions of the Companies Act, 2013, and applicable regulation of SEBI (LODR) 2015, the consent of members of the Company is required for increasing the authorized share capital of the Company. Consequent to increase in the authorised share capital of the Company, it is necessary to amend the existing capital clause of the Memorandum of Association and Articles of Association of the Company, which requires the consent of the members of the Company in accordance with the applicable provisions of the Companies Act, 2013. Therefore, the Board recommends the proposed resolution for your approval.

Your approval seeks to require by e-voting pursuant to provisions of Section 108 of the Companies Act, 2013 or in terms of Section 102 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Your directors recommend the special resolutions for your approval. None of the Directors or Key Managerial Person (KMP) of the Company or their relative is in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 2 except to the extent of their shareholding in the Company, if any.

ITEM NO. 3 AND 4

Pursuant to the provisions of Section 180(1)(a) & (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the shareholders in General Meeting, to sell, dispose of, all or any of the movable/immovable properties of the Company, both the present and future and/or whole or substantially whole or any part of undertaking(s) of the Company and mortgage and/or charge, in addition to mortgage/charges created by the Company and borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow monies, which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favors of the lenders/agent(s)/trustees, with a power to take over the management of the Company and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1) (a) of the Companies Act, 2013. Hence it is necessary to obtain approval for the same from the shareholders by E-voting.

Your approval seek to require by e-voting pursuant to provisions of Section 108 of the Companies Act, 2013 or in terms of Section 102 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Your directors recommend the special resolutions for your approval. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set forth in Item No. 3 & 4 of the Notice for approval of the Members.

ITEM NO. 5

The Company is proposing to make substantial investments in the areas of its business. As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects, it is proposed that the Board of Directors be authorized to invest in anybody corporate(s) by way of subscription and/or purchase of securities and/or debenture, grant of loan, guarantee and/or providing of security from time to time.

As per Section 186 of the Companies Act, 2013, a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out there in unless it is previously authorized by a special resolution. Hence, it is necessary to obtain approval for the same from the Members by passing a resolution. The funds required for the investment will be sourced through internal accruals, equity proceeds and/or borrowings.

Your approval is required to seek by e-voting by pursuant to provisions of Section 108 of Companies Act, 2013 and 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Your directors recommend the special resolutions for your approval. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

ITEM NO.6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (‘Rules’), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm’s length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm’s length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2020 and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing

Regulations. Thus, these transactions would require the approval of the Members by way of Ordinary Resolution.

Approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the said parties subject to the limits mentioned in the table below:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of transaction	Amount
1.	Laxmikant Ramprasad Kabra	Promoter	Unsecured Loan	Up to ₹ 2 Crore
2.	Bhavesh D Tanna	Promoter	Unsecured Loan	Up to ₹ 2 Crore
3.	Lake City Traders Private Limited	Promoter Group Company	Unsecured Loan	Up to ₹ 2 Crore

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business.

Except Mr. Laxmikant Kabra and Mr. Bhavesh Tanna, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No.6 of this Notice for approval of the Members.

ITEM NO.7

In order to overcome capital constraints the Company had explored various options and taking into account the current market dynamics and after considering net cash inflow, valuation, economic value offered by the transaction, future strategy and plans for growth in the light of significant opportunities coming up in the sector and in order to optimize the shareholder value, your Board considered that it is an opportune time to divest and focus on the remaining existing and newer projects and hence the Board of Directors of the Company, in its meeting held on November 12, 2020, considered and approved, the divestment by way of sale, transfer disposal up to 100% of its stake into its material subsidiary i.e. 1. Fudkor India Private Limited and 2. Vegico Foods Private Limited to investors as set in the Resolution on the basis of Book Value or Cost whichever is higher which is Rs.150 Per share, which post such divestment may result in the Company ceasing to exercise its control over to its material subsidiary i.e. 1. Fudkor India Private Limited and 2. Vegico Foods Private Limited.

In compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company is being sought, in the manner as set out at item no. 7 of this notice. The Board recommend the Resolution at item No. 7 of the accompanying Notice, for the approval of the members or the Company by way of a Special resolution.

ITEM NO.8

The members of the Company at the 43rd Annual General Meeting held on September 30, 2020 has approved the appointment of M/s. A N A M & ASSOCIATES, Chartered Accountants, having FRN.: 005496S as the Statutory Auditors of the Company for a term of five years till the conclusion of Annual General Meeting of the Company to be held in year 2025.

M/s. A N A M & ASSOCIATES, Chartered Accountants, has tender their resignation as the Statutory Auditors of the Company, expressing their inability due to logistic problem because of Covid-19 scenario and extended nationwide lock down and it is not commensurate with the time and effort involved in carrying out the audit, they are not in the position to continue as Statutory Auditors of the Company, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. November 12, 2020, as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and conformation received from **M/s. Thanawala & Company**, Chartered Accountants, having FRN.: 110948W on their eligibility, the Board recommends to the members for the appointment of M/s. Thanawala & Company, Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. A N A M & ASSOCIATES, Chartered Accountants, and to hold the office of the Statutory Auditors up to the conclusion of 44th Annual General Meeting

In regards to appointment of Statutory Auditors referred to in item no. 8 of the Notice, the brief profile of the Auditors is as under:

M/s. Thanawala & Company, Chartered Accountants, are a fast-growing CA firm offering wide range of services with the mission of growth of our clients as well as our own team.

Provides services in the areas of Audit and Assurance, Taxation, Accounting, Corporate Finance, Direct and Indirect Taxation, Internal Audits, Corporate and Allied Laws

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. 8 of the Notice. The Directors recommend the resolution for approval by the members.

ITEM NO. 9

The Board in its meeting held on November 12, 2020 on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Umesh More as an additional Director and also an Executive Director, designated as Executive Director of the Company effective from November 12, 2020, and in terms of Section 161(1) of Companies Act, 2013.

Mr. Umesh More is Arts graduate and has varied experience of 15 years in the field of administration & management in chemicals industry. Mr. Umesh More is not related to any Director of the Company.

The Company has received a Notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of a Director.

The Nomination and Remuneration Committee and the Board has considered and approved the appointment of Mr. Umesh More and recommends his appointment as Executive Director of the Company for a term of 5(five) years effective from November 12, 2020.

Mr. Umesh More shall be entitled for a remuneration of as may be mutually decided with the management. The office of Mr. Umesh More shall be liable to retire by rotation.

Your Directors recommend the said Resolution for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

Place: Thane

Date: November 12, 2020

By Order of the Board of Directors

For Narenda Investments (Delhi) Limited

Sd/-
Chintan Doshi
Company Secretary

Registered & Corporate Office:

1, Matru Chhaya, M Karvye Road,
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