

Registered Address: Flat 207, 2nd Floor, Pragati Tower, Rajendra Place, Patel Nagar (Central Delhi), Central Delhi, New Delhi, Delhi, India, 110008

Email: sheel102@gmail.com **Contact No.:** 97129 95234 **Web:** www.scagrotech.in

NOTICE OF THE 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty-fifth Annual General Meeting** of the members and shareholders of M/s. SC AGROTECH LIMITED will be Held on Saturday September 27, 2025 at 04:00 P.M (IST), At Registered office situated at Flat 207, 2nd Floor, Pragati Tower, Rajendra Place, Patel Nagar (Central Delhi), Central Delhi, New Delhi, Delhi, India, 110008 to transact following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2024-25 together with the Report of the Board of Directors and the Auditor's thereon.

2. To re-appoint Mr. Sanjay Singhadiya (DIN: 10932178), who retires by rotation and being eligible, offers himself for re-appointment as a director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

EXPLANATION: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Sanjay Singhadiya (DIN: 10932178) Non- Executive Director who has been on the Board of the Company and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

3. To Appoint M/s. Marks & Co. (FRN: 139476W) (Chartered Accountants) As Statutory Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of section 139, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is hereby accorded to the appoint **M/s. Marks & Co. (FRN: 139476W) (Chartered Accountants)**, as the Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting (AGM) until the conclusion of the Fortieth AGM to be held 2030 at such remuneration as may be mutually decided between the Board of Directors and Statutory Auditors .

SPECIAL BUSINESS:

4. Regularization of Appointment Mr. Pratik kumar Bharatbhai Patel (din: 11211517) as a Managing director and in this regard, to consider and if thought fit, to pass the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to confirm and approve the appointment of **Mr. Pratikkumar Bharatbhai Patel (din: 11211517)**, who was appointed by the Board of Directors at its meeting held on **Tuesday July 29, 2025** as the Managing Director of the Company, for a period of 5 years with effect from **July 29,2025** on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to alter, vary or modify the terms and conditions of appointment, including remuneration, in such manner as may be agreed between the Board and **Mr. Pratikkumar Bharatbhai Patel**, provided such variation is within the limits prescribed under the Companies Act,

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2013 and Schedule V thereto or any amendment or statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

5. Regularization of Appointment Mr. Suchitkumar Bipinchandra Patel (din: 11211454) as an Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to confirm and approve the appointment of **Mr. Suchitkumar Bipinchandra Patel (din: 11211454)**, who was appointed by the Board of Directors at its meeting held on Tuesday **July 29, 2025**, as an **Executive Director** of the Company, liable to retire by rotation, with effect from **July 29, 2025** on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix such remuneration, allowances, perquisites and other terms and conditions of appointment of **Mr. Suchitkumar Bipinchandra Patel**, as may be recommended by the Nomination and Remuneration Committee and permissible under the provisions of the Companies Act, 2013, and to alter, vary or modify the same from time to time as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. Regularization of Appointment Mr. RAJAT GOEL (DIN: 08228413) as a Non-executive, independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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. RAJAT GOEL (DIN: 08228413)**, who was appointed as an **Additional Director (Independent Category)** of the Company by the Board of Directors with effect from **April 05, 2025** in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an **Independent Director** of the Company to hold office for a term of **up to 5 consecutive years** with effect from **April 05, 2025**, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

7. Regularization of Appointment Ms. RICHA ARORA (DIN: 10774144) as a Non-executive, independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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), **Ms. RICHA ARORA (DIN: 10774144)**, who was appointed as an **Additional Director (Independent Category)** of the Company by the Board of Directors with effect from **April 05, 2025** in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an **Independent Director** of the Company to hold office for a term of **up to 5 consecutive years** with effect from **April 05, 2025**, not liable to retire by rotation."

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

8. Regularisation Of Appointment Of **Sanjay Singhadiya** (Din: 10932178) As A Non-Executive, Non-Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, 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), and in accordance with the Articles of Association of the Company, the appointment of **Mr. Sanjay Singhadiya (Din: 10932178)**, who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company by the Board of Directors with effect from **April 09, 2025** and who holds office up to the date of this Annual General Meeting, be and is hereby approved and that he be and is hereby regularised and appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to file the requisite e-forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

9. Appointment of SCS & CO. LLP, Company Secretaries as the Secretarial Auditors of the Company To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and Regulation 24A (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations 2024 and pursuant to the recommendation of the Audit Committee and Board of Directors, SCS & CO. LLP, Company Secretaries be and are hereby appointed as the Secretarial Auditors of the Company to hold office for the first term of five consecutive years, from FY 2025-26 to FY 2029-2030, at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT in addition to the fees, any other fees for certification and other permissible services under Regulation 24A(1)(b) may be paid to the Secretarial Auditors at such rate as may be agreed between the Secretarial Auditors and Management of the Company.”

10. Shifting of registered office from South Delhi in the “State of Delhi” to Ahmedabad in the “State of Gujarat” and consequent alteration in Memorandum of Association of the Company, To Consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to section 12, 13(4) read with Rule 30 of Companies (Incorporation) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of the Regional Director, Northern Region, New Delhi and such other approvals, permissions and sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded to shift the Registered Office of the company from South Delhi in the “State of Delhi” to Ahmedabad in the “State of Gujarat” and that Clause II of the Memorandum of Association be altered by substituting the words “State of Gujarat” in place of “State of Maharashtra” and accordingly clause II of the Memorandum of Association be substituted by the following clause: II. The Registered office of the Company will be situated in the “State of Gujarat”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly or severally authorized to file petition(s) and/or application along with other required documents, affidavits, vakalatnamas, papers, powers of attorneys etc., before the Hon’ble Office of Regional Director, North Western Region, Ahmedabad and are also hereby severally or jointly authorized to file necessary documents with the Registrar of Companies, Delhi and/or “State of Gujarat” for giving effect to these resolutions and also to do such acts, deeds and things as may be necessary in this regards, whether ancillary or incidental

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thereto.”

“**RESOLVED FURTHER THAT** the aforesaid resolution becoming effective, the Registered office of the Company be shifted from South Delhi in the “Delhi” to Ahmedabad in the “State of Gujarat”, and that the Board of Directors of the Company be and is hereby authorized to decide, fix and finalize the place of registered office of the Company in Ahmedabad in the “State of Gujarat.”

“**RESOLVED FURTHER THAT** Mr. Abhishek Chhajed, a Practicing Company Secretary, Ahmedabad be and is hereby authorized to appear for and represent the Company before the office of Regional Director, Northern Region, New Delhi and such other authority, as may be required and also to do such acts, deeds and things as may be necessary in this regards, whether ancillary or incidental thereto.”

11. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing Rs. 7,00,00,000 /- (Rupees Seven crore Only) divided into 65,00,000 (Sixty-Five lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each to Rs. 77,00,00,000 /- (Rupees Seventy-Seven Crore) divided into 7,65,00,000 (Seven Crore Sixty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Five lakh Only) Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

V. The Authorized Share capital of the Company is Rs. 77,00,00,000 /- (Rupees Seventy-Seven Crore) divided into 7,65,00,000 (Seven Crore Sixty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Five lakh Only) Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT any of directors of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

12. To Consider And Approve Issuance And Allotment Upto 7,00,00,000 Fully Convertible Equity Warrants Of The Company In One Or More Tranches By Way Of Preferential Basis:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the

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Company with BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Re. 10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot up to 7,00,00,000 Fully Convertible Equity Warrants at issue price of Rs 16.00 per Convertible Equity Warrant including premium of Rs. 6.00/- per Convertible Equity Warrant aggregating upto Rs 1,12,00,00,000/- (One Hundred and Twelve Crore only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, convertible into equivalent number of fully paid up equity share of the company of face value of Re. 10/- (Rupees Ten Only) at an option of the proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants to specified investors, on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees Non-Promoter/Public) as detailed below:

Sr. No.	Name of Proposed Allottee	No. of Equity Warrant proposed to be issued	Category
1.	Aayzan Enterprise Private Limited	37,10,000.00	Public – Non Institutional - Body corporate
2.	Saize Enterprise Private Limited	37,05,000.00	Public – Non Institutional - Body corporate
3.	Parmar Sureshbhai Makansinh	36,50,000.00	Public - Non -Institutional - Resident Individual
4.	Rathod Raohitkumar Munnabhai	36,15,000.00	Public - Non -Institutional - Resident Individual
5.	Ajitkumar Lallubhai Parmar	37,25,000.00	Public - Non -Institutional - Resident Individual
6.	Saraiz Ventures Private Limited	37,00,000.00	Public – Non Institutional - Body corporate
7.	Pravinbhai Bharatbhai Gohil	37,30,000.00	Public - Non -Institutional - Resident Individual
8.	Agrispark Enterprise Private Limited	37,15,000.00	Public – Non Institutional - Body corporate
9.	Parmar Dipakbhai Dalabhai	36,95,000.00	Public - Non -Institutional - Resident Individual
10.	Parmar Divyeshkumar Ramanbhai	36,90,000.00	Public - Non -Institutional - Resident Individual
11.	Shah Jaydeep Sureshkumar	37,00,000.00	Public - Non -Institutional - Resident Individual
12.	Nayi Lucky Harshadbhai	37,25,000.00	Public - Non -Institutional - Resident Individual
13.	Prajapati Yogeshkumar	37,15,000.00	Public - Non -Institutional - Resident Individual
14.	Rathod Sejalben Rakeshkumar	37,30,000.00	Public - Non -Institutional - Resident Individual
15.	Didavala Phalgun Chintan	36,80,000.00	Public - Non -Institutional - Resident Individual
16.	Bandal Rahul Kumar Rakeshrao	37,00,000.00	Public - Non -Institutional -

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			Resident Individual
17.	Mitesh Rameshbhai Solanki	37,05,000.00	Public - Non -Institutional - Resident Individual
18.	Solanki Kamesh Ganpatbhai	37,10,000.00	Public - Non -Institutional - Resident Individual
19.	Arifkhan Akbarkhan Makrani	34,00,000.00	Public - Non -Institutional - Resident Individual
	TOTAL	7,00,00,000.00	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the warrant is Thursday, 28 August, 2025 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- b) The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee on the exercise of option of conversion of the warrant(s).
- c) The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.
- d) The Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
- e) The Convertible Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Convertible Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Convertible Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- g) The Convertible Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.
- h) In the event the Equity Warrant Holder(s) Equity do not exercise Warrants within the Equity Warrant Exercise Period (i.e 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.

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- j) The issue of Equity Warrants arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.
- l) The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the company, be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Board of Directors of the company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution”

Date: 05.09.2025

Place: Delhi

**By order of the Board,
SC AGROTECH LIMITED**

Registered Office:

FLAT 207, 2nd FLOOR,
PRAGATI TOWER, RAJENDRA
PLACE, Patel Nagar (Central
Delhi), Central Delhi, New
Delhi, Delhi, India, 110008

**Sd/-
PRATIKKUMAR BHARATBHAI PATE
MANAGING DIRECTOR
DIN: 11211517**

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on poll to vote instead of himself/ herself and the proxy need not be a member of the company.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed to this Notice.

4. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Friday, 29th August, 2025 as the Record Date (i.e. cutoff date) for taking records of the Members of the Company for the purpose of 35th Annual General Meeting.

5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 AM to 3:00 PM up to the date of conclusion of AGM.

6. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.

7. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.

9. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to have the information ready at the meeting.

10. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.

11. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.

12. In the case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).

14. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have

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registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2024-2025 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website <https://scagrotechltd.in/> and on the website of Bombay stock exchange <https://www.bseindia.com/>. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

15. E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or <https://scagrotechltd.in/>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins **at 9.00 a.m. on Wednesday, 24th September, 2025 and ends at 5:00 p.m. on Friday, 26th September, 2025**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, 20th September, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, 20th September, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual


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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.

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	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period .</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="812 1395 1088 1561" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account</p>

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	Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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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.
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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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

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

<u>How to Log-in to NSDL e-Voting website?</u>	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.</p> <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p> <p>4. Your User ID details are given below:</p>	
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***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and

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whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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 by e-mail to csabprofessional@gmail.com. Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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 this notice:

1. In case shares are held in physical mode please provide 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 email id).
2. 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), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for E-voting on the day of the AGM are as under:

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1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM held at the registered office of the company 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Date: 05.09.2025

Place: Delhi

**For and on behalf of the Board of Directors
For, SC AGROTECH LIMITED**

**SD/-
Mr. PRATIKKUMAR BHARATBHAI PATEL
Managing Director
DIN: 11211517**

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Profile of the directors seeking appointment/reappointment in forthcoming Annual General Meeting:

1. Mr. PRATIKKUMAR BHARATBHAI PATEL

Name of Director	Mr. PRATIKKUMAR BHARATBHAI PATEL
Director Identification Number	11211517
Date of Birth	29/07/1997
Date of first appointment	29/07/2025
Qualifications	Graduation complete in bcom
Expertise in specific	Administration
Number of Equity Shares Held	NIL
List of other Public Ltd. Co. in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of the other Co.	NIL

2. Ms. SUCHITKUMAR BIPINCHANDRA PATEL

Name of Director	Ms. SUCHITKUMAR BIPINCHANDRA PATEL
Director Identification Number	11211454
Date of Birth	28/09/2001
Date of first appointment	29/07/2025
Qualifications	Secondary Education
Expertise in specific	Administration
Number of Equity Shares Held	NIL
List of other Public Ltd. Co. in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of the other Co.	NIL

3. Mr. RAJAT GOEL

Name of Director	Mr. RAJAT GOEL
Director Identification Number	08228413
Date of Birth	02/11/1988
Date of first appointment	05/04/2025
Qualifications	Bachelor of Business administration, Post graduate diploma in International Business (M.B.A.), Fellow Member of Institute of company secretaries of India (ICSI) and Bachelor of Law.
Expertise in specific	Administration
Number of Equity Shares Held	NIL
List of other Public Ltd. Co. in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of the other Co.	NIL

4. RICHA ARORA

Name of Director	Ms. RICHA ARORA
Director Identification Number	10774144
Date of Birth	14/11/1989
Date of first appointment	05/04/2025
Qualifications	Fellow Member of the Institute of Chartered Accountants of India (ICAI), Post Graduate Commerce

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	(I.G.N.O.U) and a Graduate in Commerce (B.Com) from I.G.N.O.U.
Expertise in specific	Administration
Number of Equity Shares Held	NIL
List of other Public Ltd. Co. in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of the other Co.	NIL

5. SANJAY SINGHADIYA

Name of Director	Mr. SANJAY SINGHADIYA
Director Identification Number	10932178
Date of Birth	04/05/1996
Date of first appointment	09/04/2025
Qualifications	Graduation
Expertise in specific	Administration
Number of Equity Shares Held	NIL
List of other Public Ltd. Co. in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of the other Co.	NIL

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

IN RESPECT OF ITEM NO. 4

The Board of Directors of the Company, at its meeting held on **July 29, 2025**, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. PRATIKKUMAR BHARATBHAI PATEL (DIN: 11211517)** as the **Managing Director** of the Company for a period of **5 years** with effect from **July 29, 2025**, subject to the approval of the members of the Company at the Annual General Meeting.

Mr. PRATIKKUMAR BHARATBHAI PATEL has rich experience of over **5 years** in the field of **Agriculture** and has been instrumental in the growth of the Company. The terms and conditions of his appointment including remuneration are in accordance with the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013.

The main terms and conditions of appointment of Mr. **PRATIKKUMAR BHARATBHAI PATEL** are as under:

- **Tenure:** 5 years with effect from July 29, 2025.
- **Remuneration:** Remuneration will be as recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the limits prescribed under the Companies Act, 2013”.
- **Other terms:** As set out in the agreement/letter of appointment executed with him.

Accordingly, the resolution set out at Item No. 4 of the Notice is recommended for approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company and their relatives and his relatives, is concerned or interested, financially or otherwise, in the resolution.

IN RESPECT OF ITEM NO. 5

The Board of Directors of the Company, at its meeting held on **July 29, 2025**, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. SUCHITKUMAR BIPINCHANDRA PATEL (DIN: 11211454)** as an **Executive Director** of the Company with effect from **July 29, 2025**, subject to the approval of the members of the Company at the Annual General Meeting.

Mr. **SUCHITKUMAR BIPINCHANDRA PATEL** possesses significant expertise in **Agriculture** and has contributed substantially to the operations of the Company. His appointment will strengthen the Board and help the Company in achieving its long-term goals.

The main terms and conditions of appointment are as under:

- **Designation:** Executive Director, liable to retire by rotation.
- **Remuneration:** Remuneration will be as may be determined by the Board of Directors from time to time, on the recommendation of the Nomination and Remuneration Committee, within the overall limits prescribed under the Companies Act, 2013”].
- **Other terms:** As set out in the letter of appointment issued to him.

Accordingly, the resolution set out at Item No. 5 of the Notice is recommended for approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company and their relatives, and his relatives, is concerned or interested, financially or otherwise, in the resolution.

IN RESPECT OF ITEM NO. 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed **Mr. RAJAT GOEL (DIN: 08228413)** as an **Additional Director (Independent)** of the Company with effect from **April 05, 2025**, pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the

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Company. Accordingly, he holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. RAJAT GOEL for appointment as an Independent Director of the Company.

Mr. RAJAT GOEL has vast experience in the field of agriculture, finance, etc. and his appointment would be beneficial to the Company in terms of strategic guidance, governance, and business growth.

The Company has received from Mr. RAJAT GOEL –

a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

consent to act as Director in Form DIR-2; and

intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. RAJAT GOEL fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval of the members as an **Special Resolution**.

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

IN RESPECT OF ITEM NO. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed **Ms. RICHA ARORA (DIN: 10774144)** as an **Additional Director (Independent)** of the Company with effect from April 05, 2025, pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Accordingly, he holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. RICHA ARORA for appointment as an Independent Director of the Company.

Ms. RICHA ARORA has vast experience in the field of agriculture, finance, etc. and his appointment would be beneficial to the Company in terms of strategic guidance, governance, and business growth.

The Company has received from Ms. RICHA ARORA –

a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

consent to act as Director in Form DIR-2; and

intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. RICHA ARORA fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval of the members as an **Special Resolution**.

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

IN RESPECT OF ITEM NO: 8.

Appointment of SCS & CO. LLP, Company Secretaries as the Secretarial Auditors of the Company Pursuant to Regulation 24A (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations 2024, every listed Company shall on the basis of recommendation of the Board of Directors appoint a Secretarial Audit firm as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its Members in its Annual General Meeting.

Based on the above, on the recommendation of Audit Committee, the Board of Directors at its meeting held on September 05, 2025, proposed the appointment of SCS & CO. LLP, Company Secretaries as Secretarial Auditors of the Company for a first term of 5 consecutive years, to hold office from FY 2025-26 to FY 2029-2030 at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

SCS & CO. LLP, Company Secretaries having have consented to their appointment as Secretarial Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and the relevant provisions of Listing Regulations.

None of the Directors / Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of resolution set out at Item Number 8 for approval of the members as an ordinary resolution.

IN RESPECT OF ITEM NO.9

Shifting of registered office from South Delhi in the "State of Delhi" to Ahmedabad in the "State of Gujarat" and consequent alteration in Memorandum of Association of the Company

To integrate business functions, and optimization of administrative expenses.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of AGM and through Remote e-voting for shifting of the Registered Office of the Company from the State of Maharashtra to the Gujarat and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the Gujarat. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e Friday, September 26th, 2025. The documents shall also be available for inspection at the Registered Office and a copy of the same shall be available at the Corporate Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to sheel102@gmail.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in item no. 9 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

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None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 9 of the Notice except to the extent of their shareholding in the Company, if any.

IN RESPECT OF ITEM NO.10

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed **Mr. Sanjay Singhadiya (DIN: 10932178)** as an **Additional Director (Non-Executive, Non-Independent)** of the Company with effect from **April 09, 2025**.

In terms of Section 161(1) of the Companies Act, 2013, Mr. **Sanjay Singhadiya** holds office up to the date of this Annual General Meeting. The Company has received from him:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
2. Intimation in Form DIR-8 confirming that he/she is not disqualified under Section 164(2) of the Act.

The Board is of the view that the Company will benefit immensely from the knowledge, guidance and expertise of Mr. **Sanjay Singhadiya**.

Accordingly, the Board recommends the resolution at Item No. 10 of the accompanying Notice for the approval of the Members as an **Ordinary Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their relatives, and his/her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

ITEM NO. 11: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The existing Authorized Share Capital of the Company is Rs. 7,00,00,000 /- (Rupees Seven crore Only) divided into 65,00,000 (Sixty-Five lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each.

The Board in its Meeting held on September 05, 2025 approved and recommended increasing the Authorised Share Capital to Rs. 77,00,00,000 /- (Rupees Seventy-Seven Crore) divided into 7,65,00,000 (Seven Crore Sixty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Five lakh Only) Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 11 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

ITEM NO. 12: TO ISSUE AND ALLOTMENT UPTO 7,00,00,000 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRanches BY WAY OF PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"),

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as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 7,00,00,000 Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 16.00/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares already Held	% of equity shares held by proposed allottee	Ultimate Beneficial Owner
1.	Aayzan Enterprise Private Limited	Public – Non-Institutional – Body Corporate	NIL	-	Sanjay Singhadiya Manoj Singh Dilipsingh Tomar
2.	Saize Enterprise Private Limited	Public – Non-Institutional – Body Corporate	NIL	-	Darshan Hiteshbhai Joshi Chirag Soya
3.	Parmar Sureshbhai Makansinh	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
4.	Rathod Raohitkumar Munnabhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
5.	Ajitkumar Lallubhai Parmar	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
6.	Saraiz Ventures Private Limited	Public – Non-Institutional – Body Corporate	NIL	-	Ashishkumar Murarilal Ojha Manoj Singh Dilipsingh Tomar
7.	Pravinbhai Bharatbhai Gohil	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
8.	Agrispark Enterprise Private Limited	Public – Non-Institutional – Body Corporate	NIL	-	Piyush Dharmendra Patil Chirag Soya
9.	Parmar Dipakbhai Dalabhai	Public - Non-Institutional - Resident Individual	NIL	--	Not Applicable
10.	Parmar Divyeshkumar Ramanbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
11.	Shah Jaydeep Sureshkumar	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
12.	Nayi Lucky Harshadbhai	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable
13.	Prajapati Yogeshkumar	Public - Non-Institutional - Resident Individual	NIL	-	Not Applicable

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14.	Rathod Sejalben Rakeshkumar	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
15.	Didavala Phalguna Chintan	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
16.	Bandal Rahulkumar Rakeshrao	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
17.	Mitesh Rameshbhai Solanki	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
18.	Solanki Kamesh Ganpatbhai	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable
19.	Arifkhan Akbarkhan Makrani	Public - Non- Institutional - Resident Individual	NIL	-	Not Applicable

Note: The current holding of proposed allottees disclosed above is based on the Benpos as on August 28, 2025.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of fully convertible equity warrants are as under:

i) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors at their meeting held on Wednesday, September 03, 2025, subject to the approval of the Members in the AGM and such other approvals as may be required, approved the issuance of up to 7,00,00,000 Convertible Equity Warrants at issue price of Rs. 16.00/- per Equity Warrant, aggregating up to Rs 112,00,00,000/- (One hundred Twelve crore only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered and the aggregate amount proposed to be raised:

Up to 7,00,00,000 Convertible Equity Warrants at an issue price of Rs 16.00/- per Equity Warrant, up to Rs 112,00,00,000/- (One hundred Twelve crore only).

iii) Objects of the Preferential Issue:

The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):

- I. For working capital purpose-90 crore;
- II. For fixed assets-10 Crore;
- III. For General Corporate Purpose-12 Crore;

Monitoring Agency Details: As the size of the item no. 12 pertaining Issue of Convertible Warrants on a Preferential basis 7,00,00,000 (Seven Crore) convertible warrants, aggregating upto Rs. 112 Crores as specified in notice of Annual General Meeting are above 100 Crore so, our Company has appointed Brickwork Ratings India Pvt Ltd as the monitoring agency for

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this issue.

iv) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made under the category of Non-Promoters/ Public on Preferential basis

v) Maximum number of specified securities to be issued:

7,00,00,000 Convertible Equity Warrants.

vi) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Thursday, August 28, 2025, being the date 30 days prior to the date of AGM.

vii) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The equity shares of the company are listed on stock exchange (BSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the Stock Exchange with highest trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations The floor price of Rs. 15.93/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of convertible warrant and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 15.93/- per share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 15.07/- per share
- c. The price determined by the valuation report dated September 03, 2025 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 15.93/- per share.

The Board proposes to issue the warrant at a price of Rs. 16.00/- per warrant, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

The Link of valuation reports link is <https://scagrotechltd.in/investors-relations>.

viii) The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Promoters of the issuer does not intends to subscribe to the Offer. Further as on the date of this notice the promoters or directors does not intent to contribute for the furtherance of the objects.

ix) Pre and Post Preferential issue Shareholding pattern of the Company

The Equity Warrants are proposed to be allotted to the Non-promoters/Public. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Investor	Pre-Issue Equity Shares		Post Issue Equity Shares	
	Total No. of Shares	% Of Total Shares	Total No. of Shares	% of Total Shares
Promoters and Promoter Group Holding	-	-	-	-

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Indian Promoters/Promoter Group	-	-	-	-
Individuals / HUF	-	-	-	-
Bodies Corporate	-	-	-	-
Sub Total	-	-	-	-
Foreign Promoters/Promoter Group	-	-	-	-
Total Shareholding of Promoter and Promoter Group	-	-	-	-
Non-Promoters shareholding				
Institutions	-	-	-	-
Mutual Funds	-	-	-	-
Banks / Other FI	100	0.00%	100	0.00%
Insurance Companies	-	-	-	-
FIs	-	-	-	-
Sub Total	-	-	-	-
Non- Institutions				
Bodies Corporate	1844682	30.77%	16674682	21.94
Resident Indian HUF	12439	0.21%	12439	0.02
Overseas	-	-	-	-
Resident Individuals	4134712	68.97 %	59304712	78.04
Resident Ordinary	-	-	-	-
HUF/APOS/LLP	-	-	-	-
Clearing Member	-	-	-	-
NRIs	3067	0.05%	3067	0.00
Foreign Companies	-	-	-	-
Sub Total	5994900	100.00%	75994900	100.00
Total Non-Promoters' Shareholding	5995000	100.00%	75995000	100.00
GRAND TOTAL	5995000	100.00%	75995000	100.00

Note:

- 1) The Pre-Issue Shareholding Pattern is based on Benpos as on Thursday, August 28, 2025.
- 2) *The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company
- 3) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 7,00,00,000 Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

x) Time frame within which the Preferential Issue shall be completed:

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by

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the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

xi) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees,

Sr. No.	Proposed Allottee	Category	Ultimate Beneficial Owners	No. of Warrants issued	*Post Preferential shares that may be held by proposed allottees	Post Issue % of shares that may be held by proposed allottees	Holding	
							Pre-Preferential	*Post-Preferential
1.	Aayzan Enterprise Private Limited	Public - non Institutional – Body Corporate	Sanjay Singhadiya Manoj singh Dilipsingh Tomar	37,10,000.00	37,10,000.00	4.88	0	37,10,000.00
2.	Saize Enterprise Private Limited	Public - Non Institutional - Body Corporate	Darshan Hitesh bhai Joshi Chirag Soya	37,05,000.00	37,05,000.00	4.88	0	37,05,000.00
3.	Parmar Sureshbhai Makansinh	Public - Non Institutional - Resident Individual	Not Applicable	36,50,000.00	36,50,000.00	4.80	0	36,50,000.00
4.	Rathod Raohitkumar Munnabhai	Public - Non Institutional - Resident Individual	Not Applicable	36,15,000.00	36,15,000.00	4.76	0	36,15,000.00
5.	Ajitkumar Lallubhai Parmar	Public - Non Institutional - Resident	Not Applicable	37,25,000.00	37,25,000.00	4.90	0	37,25,000.00

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		Individual						
6.	Saraiz Ventures Private Limited	Public - Non Institutional - Body Corporate	Ashishkumar Murarilal Ojha Manoj Singh Dilipsingh Tomar	37,00,000.00	37,00,000.00	4.87	0	37,00,000.00
7.	Pravinbhai Bharatbhai Gohil	Public - Non Institutional - Resident Individual	Not Applicable	37,30,000.00	37,30,000.00	4.91	0	37,30,000.00
8.	Agrispark Enterprise Private Limited	Public - Non Institutional - Body Corporate	Piyush Dharmendra Patil Chirag Soya	37,15,000.00	37,15,000.00	4.89	0	37,15,000.00
9.	Parmar Dipakbhai Dalabhai	Public - Non Institutional - Resident Individual	Not Applicable	36,95,000.00	36,95,000.00	4.86	0	36,95,000.00
10.	Parmar Divyeshkumar Ramanbhai	Public - Non Institutional - Resident Individual	Not Applicable	36,90,000.00	36,90,000.00	4.86	0	36,90,000.00
11.	Shah Jaydeep Sureshkumar	Public - Non Institutional - Resident Individual	Not Applicable	37,00,000.00	37,00,000.00	4.87	0	37,00,000.00
12.	Nayi Lucky Harshadbhai	Public - Non Institutional - Resident Individual	Not Applicable	37,25,000.00	37,25,000.00	4.90	0	37,25,000.00
13.	Prajapati Yogeshkumar	Public - Non Institutional - Resident Individual	Not Applicable	37,15,000.00	37,15,000.00	4.89	0	37,15,000.00
14.	Rathod Sejalben Rakeshkumar	Public - Non Institutional	Not Applicable	37,30,000.00	37,30,000.00	4.91	0	37,30,000.00

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		al - Resident Individual						
15.	Didavala Phalgun Chintan	Public - Non - Institutional - Resident Individual	Not Applicable	36,80,000. 00	36,80,000. 00	4.84	0	36,80,000. 00
16.	Bandal Rahul Kumar Rakesh Rao	Public - Non - Institutional - Resident Individual		37,00,000. 00	37,00,000. 00	4.87	0	37,00,000. 00
17.	Mitesh Ramesh Solanki	Public - Non - Institutional - Resident Individual	Not Applicable	37,05,000. 00	37,05,000. 00	4.88	0	37,05,000. 00
18.	Solanki Kamesh Ganpatbhai	Public - Non - Institutional - Resident Individual	Not Applicable	37,10,000. 00	37,10,000. 00	4.88	0	37,10,000. 00
19.	Arifkhan Akbarkhan Makrani	Public - Non - Institutional - Resident Individual	Not Applicable	34,00,000. 00	34,00,000. 00	4.47	0	34,00,000. 00

*The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company

xii) **The current and proposed status of the allottees post the preferential issues namely, non-promoter:**

Sr. No.	Proposed Allottee	Status pre-Issue	Status post-Issue	No. of Warrants issued
1.	Aayzan Enterprise Private Limited	Public – Non Institutional – Body corporate	Public – Non Institutional - Body corporate	37,10,000.00
2.	Saize Enterprise Private Limited	Public -Non Institutional - Body corporate	Public - Body corporate - Body corporate	37,05,000.00
3.	Parmar Sureshbhai Makansinh	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	36,50,000.00
4.	Rathod Raohitkumar	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	36,15,000.00

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	Munnabhai			
5.	Ajitkumar Lallubhai Parmar	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,25,000.00
6.	Saraiz Ventures Private Limited	Public – Non Institutional - Body corporate	Public – Non Institutional - Body corporate	37,00,000.00
7.	Pravinbhai Bharatbhai Gohil	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,30,000.00
8.	Agrisark Enterprise Private Limited	Public -Non Institutional - Body corporate	Public – Non Institutional - Body corporate	37,15,000.00
9.	Parmar Dipakbhai Dalabhai	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	36,95,000.00
10.	Parmar Divyeshkumar Ramanbhai	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	36,90,000.00
11.	Shah Jaydeep Sureshkumar	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,00,000.00
12.	Nayi Lucky Harshadbhai	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,25,000.00
13.	Prajapati Yogeshkumar	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,15,000.00
14.	Rathod Sejalben Rakeshkumar	Public -Non Institutional - Resident Individual	Public -Non Institutional - Resident Individual	37,30,000.00
15.	Didavala Phalgun Chintan	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	36,80,000.00
16.	Bandal Rahulkumar Rakeshrao	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,00,000.00
17.	Mitesh Rameshbhai Solanki	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,05,000.00
18.	Solanki Kamesh Ganpatbhai	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	37,10,000.00
19.	Arifkhan Akbarkhan Makrani	Public - Non Institutional - Resident Individual	Public - Non Institutional - Resident Individual	34,00,000.00

xiii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for consideration in cash.

xiv) Intimation on conversion of securities or on lapse of the tenure of the instrument:

7,00,00,000 Convertible Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

xv) Change in Control, if any, in the Company consequent to the preferential issue:

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There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

xvi) Lock-in Period:

The Equity Warrants and the Equity Shares allotted on account of the exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

xvii) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price.

Nil

xviii) Material terms of raising such warrants:

As mentioned in the proposed resolution.

xix) Undertakings:

- a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.
- b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.
- d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

xx) Certificate from Practising Company Secretary:

The certificate from M/s. SCS AND CO. LLP, Practicing Company Secretary (Membership No.11334/COP:15131) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://scagrotechltd.in/investors-relations/director-details> .

SC AGROTECH LIMITED

CIN: L01122DL1990PLC042207

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All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Friday, September 26, 2025.

Date: 05.09.2025

Place: Delhi

For and on behalf of the Board of Directors

For, SC AGROTECH LIMITED

SD/-

Mr. PRATIKKUMAR BHARATBHAI PATEL

Managing Director

DIN: 11211517