



## **AGRUM FOODS INDIA LIMITED**

(Formerly Known as Agrum Foods India Private Limited)

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**Notice is hereby given that** Extra Ordinary General Meeting for the financial year 2026-2027 of the members of **Agrum Foods India Limited** will be held on Saturday, 06<sup>th</sup> June, 2026 at 11.30 am at the registered office of the company situated at RSG House Village Phaguwala, PO Tehsil Bhawanigarh, Balia, Sangrur, Punjab, India, 148026 to transact the following business:

#### **SPECIAL BUSINESS**

- 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 40,00,00,000 (RUPEES FORTY CRORE TO 42,00,00,000 (RUPEES FORTY-TWO CRORE) AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION.**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 40,00,00,000/- (Rupees Forty Crores ) consisting of 4,00,00,000 (Four Crores) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 42,00,00,000/- (Rupees Forty-two Crores) consisting of 4,20,00,000 (Four Crores and twenty lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof with the following new clause:

“Clause V: The Authorized Share Capital of the Company is INR 42,00,00,000/- (Rupees Forty-two Crores) consisting of 4,20,00,000 (Four Crores and twenty lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.”

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby, severally, authorized to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

**RESOLVED FURTHER THAT** the Directors or Secretary of the Company be and is hereby, severally, authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

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### **2. CONSIDER AND APPROVE ISSUE OF 62,50,000 (SIXTY-TWO LAKHS FIFTY THOUSAND EQUITY SHARES ON PREFERENTIAL BASIS**

“**RESOLVED THAT** pursuant to the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the rules made there under as amended from time to time, the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 62,50,000 (Sixty Two Lakhs and Fifty Thousands) Equity Shares of the Company having face value of INR 10/- (Ten) each at a premium of INR 46/- (Forty-Six) on preferential allotment basis in one or more tranches, aggregating to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) for cash to the following proposed investors in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall rank pari passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may deem necessary, desirable or expedient and to resolve and settle all questions and difficulties that may arise without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their consent or approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**For and on behalf of  
Agrum Foods India Limited**

**Sandeep Singh  
Company Secretary  
M.No.: 45393**

**Date: 12.05.2026  
Place: Sangrur**



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### Notes

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members and Proxies should bring the attendance slip duly filled-in for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.
3. All Documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during office hours on all working days except Saturdays and holidays between 11:00 a.m. and 1:00 p.m. up to the date of the EGM and also at the venue of Extra Ordinary General Meeting (EGM) during the time of the Extra Ordinary General Meeting (EGM).
4. Members are requested to notify change in address, if any, immediately to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all the documents referred to in the accompanying notice and explanatory statement shall be available for inspection at the registered office of the Company during the office hours on all working up to the date of the Extra Ordinary General Meeting.
6. The proxy form, attendance slip and route map along with prominent landmark for easy location to reach the venue of above mentioned Extra Ordinary General Meeting is attached herewith.



## AGRUM FOODS INDIA LIMITED

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### ANNEXURE TO THE NOTICE

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

##### Item No. 1:

Presently, the Authorized Share Capital of the Company INR 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 ( Four Crores) Equity Shares of INR 10/- (Rupees Ten Only) each. In order to facilitate the future requirements of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from INR 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 ( Four Crores)Equity Shares of INR 10/- (Rupees Ten Only) each to INR 42,00,00,000/- (Rupees Forty Two Crore Only) divided into 4,20,00,000 ( Four Crore and Twenty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

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

##### Item No. 2:

Company is into business of Operating multi format cold storage and food processing facilities, serving global foods. The promoters of your Company and proposed allottee as detailed hereunder have therefore decided to subscribe for the equity shares of the Company. In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 and on the terms and conditions and formalities as stipulated in the Act. Accordingly, the Company proposes to issue and allot:

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62,50,000 (Sixty-Two Lakhs and Fifty Thousands) Equity Shares of the Company having face value of INR 10/- (Ten) each at a premium of INR 46/- (Forty-Six) on preferential allotment basis in one or more tranches, aggregating to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) to the following allottees:

S. No.	Name of proposed investors	Category	No. of equity shares to be allotted	Amount to be paid for equity shares (INR)
1	Thriveiti Investment Private Limited	Shareholder	3600000	201600000
2	Ashutosh Anil Kumar	Shareholder	300000	16800000
3	Atul Kumar Agarwal	Shareholder	100000	5600000
4	Cremica Food Industries Limited	Shareholder	500000	28000000
5	Dhruv Agarwal	Shareholder	200000	11200000
6	Rathore Gauravrajsingh Vijaysingh	Shareholder	150000	8400000
7	Saroj V Rathore	Shareholder	150000	8400000
8	Richa Gauravrajsingh Rathore	Shareholder	100000	5600000
9	Grey Eminence Capital Funds Private limited	Shareholder	1150000	64400000
<b>Total</b>			<b>62,50,000</b>	<b>35,00,00,000</b>

Further, Disclosures prescribed under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be applicable, in respect of the Resolution proposed are as follows:

The disclosures pursuant to the requirement of Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

S. No.	Requirement	Disclosures
1.	<b>The object/ purpose of the preferential issue</b>	The members are informed that the object of the issue of the Equity Shares by way of the proposed preferential is to offer 62,50,000 equity shares at a price of Rs. 56/- (including premium of Rs. 46)
2.	<b>Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer.</b>	None of the directors and Key Managerial Personnel are subscribing to the offer
3.	<b>Total number of specified securities to be issued.</b>	It is proposed to issue 62,50,000 Equity Shares at an issue price of Rs. 56/- each (including premium of Rs. 46/-).

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4.	<b>Terms of Issue of the Equity Shares, if any.</b>	The Equity Shares to be issued and allotted, in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.
5.	<b>The class or classes of persons to whom the allotment is proposed to be made</b>	The allotment is proposed to be made to the proposed shareholders for cash
6.	<b>The time frame within which the allotment shall be completed</b>	Within 60 days from the date of receipt of share application money
7.	<b>Change in control, if any, in the Company that would occur consequent to the preferential offer:</b>	There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares.
8.	<b>Number of persons to whom allotment on preferential basis have already been made during the year in terms of no. of securities as well as the price</b>	No previous allotments has been made by the Company in this Financial Year.
9.	<b>The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares as follows:</b>	Please refer to the below this table i.e. (i) The Pre-Issue and Post Issue shareholding pattern of the Company.
10.	<b>Relevant date with reference to which the price has been arrived at</b>	31.03.2026
11.	<b>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;</b>	The price per share has been taken on the basis of the valuation report obtained from the registered valuer.
12.	<b>Name and address of valuer who performed valuation;</b>	CA. CS. Priyanka Singh (IBBI/RV/05/2021/14362) Address: C-160, First Floor, Preet Vihar, Delhi – 110092

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The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares as follows:

Sr. No.	Category & Name of Members	Pre – preferential Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Share holding	Equity Shares	No. of Shares held	% of Share holding
<b>A</b>	<b>Promoters' holding</b>	-	-	-	-	-
1	Indian:				-	-
	Individual	28468649	82.6		28468649	69.9
	Bodies Corporate	-	-	-		
	Sub-Total	28468649	82.6	-	28468649	69.9
2	Foreign Promoters	-	-	-		
	<b>Sub-Total (A)</b>	<b>28468649</b>	<b>82.6</b>		<b>28468649</b>	<b>70</b>
<b>B</b>	<b>Non- Promoters' holding:</b>					
1	Institutional Investors	-				
2	Non- Institutions:					
	Private Corporate Bodies	-				
	DirectorsRelatives	-				
	Indian Public	4984249	14.5	1000000	5984249	14.7

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Any Others	187500	0.5		187500	0.5
Bodies Corporate	713125	2.1	5250000	5963125	14.6
Non-Resident Indian	-			-	
HUF	93750	0.3		93750	0.2
Clearing Members	-			-	
Firm	-			-	
Sub-Total (B)	<b>5978624</b>	<b>17.4</b>	<b>6250000</b>	<b>12228624</b>	<b>30</b>
<b>GRAND TOTAL</b>	<b>34447273</b>	<b>100</b>	<b>6260000</b>	<b>40697273</b>	<b>100</b>

Report of Registered Valuer: Valuation Report taken by CA. CS. Priyanka Singh, IBBI Registered Valuer (Securities or Financial Assets) having registration no. IBBI/RV/05/2021/14362 dated 12.05.2026.

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

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the above resolution except to the extent of their respective directorship/shareholding in the Company.

**For and on behalf of**  
**Agrum Foods India Limited**

**Sandeep Singh**  
**Company Secretary**  
**M.No.: 45393**

**ATTENDANCE SLIP**

**AGRUM FOOD INDIA LIMITED**

**CIN- U01110PB2017PLC046698**

**Registered office- RSG House Village Phaguwala, Po Tehsil Bhawanigarh, Balial, Sangrur, Punjab,  
India, 148026 Extra Ordinary General Meeting, Saturday, 06th June, 2026 at 11:30 A.M. IST**

I, We, hereby accord my/our presence at the Extra Ordinary General Meeting of the Company at **RSG House Village Phaguwala, Po Tehsil Bhawanigarh, Balial, Sangrur, Punjab, India, 148026** being held on notice on Saturday, 06th June, 2026 at 11:30 A.M. IST

.....  
Member Folio No      Member's/ Proxy Name in Capital Letters      Members/ Proxy Signature

**Note:**

Please complete the Folio No. and name, sign the attendance slip and handover at the attendance verification counter at the meeting hall.

**PROXY FORM**

**AGRUM FOOD INDIA LIMITED**  
**CIN- U01110PB2017PLC046698**

**Registered office- RSG House Village Phaguwala, Po Tehsil Bhawanigarh, Balial, Sangrur, Punjab, India, 148026 Extra Ordinary General Meeting, Saturday, 06<sup>th</sup> June, 2026 at 11:30 A.M. IST**

I, we being the member(s) of ..... Equity Shares of the above-named company appoint:

- 1) Name: .....  
Address .....  
Email ID ..... Signature.....or falling him;
- 2) Name: .....  
Address .....  
Email ID ..... Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company at **RSG House Village Phaguwala, Po Tehsil Bhawanigarh, Balial, Sangrur, Punjab, India, 148026** being held on notice on Saturday, 06<sup>th</sup> June, 2026 at 11:30 A.M. IST and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	RESOLUTIONS	ASSENT	DISSENT
<b>SPECIAL BUSINESS</b>			
1	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 40,00,00,000 (RUPEES FORTY CRORE TO 42,00,00,000 (RUPEES FORTY-TWO CRORE) AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION.		
2	CONSIDER AND APPROVE ISSUE OF 62,50,000 (SIXTY-TWO LAKHS AND FIFTY THOUSAND) EQUITY SHARES ON PREFERENTIAL BASIS		

Signed this ..... day of ..... 2026

Signature of Shareholder .....

Signature of Proxy holder .....

Affix Revenue  
Stamp of Rs. 1

**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statements and notes please refer to the Notice of Extra Ordinary General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.

## MAP FOR EGM VENUE

**Name of the Company:** AGRUM FOODS INDIA LIMITED

**Date of EGM:** 06<sup>th</sup> June 2026

**Place of EGM:** RSG House Village Phaguwala, Po Tehsil Bhawanigarh, Balial, Sangrur, Punjab, India, 148026

