SHOGUN
ORGANICS LIMITED

JAS-ANZ ISO 9001 ISO 14001 OHSMS 45001

SHORTER NOTICE OF 32nd ANNUAL GENERAL MEETING ('AGM')

Dear Shareholders/Directors/Auditors,

Date: 23.05.2024

M/s Safex Chemicals (India) Limited **Mr. Surinder Kumar Chaudhary** **Mr. Rajesh Kumar Jindal** **Mr. Neeraj Kumar Jindal** **Mr. Piyush Jindal** **Ms. Veena Jindal** **Ms. Nivedita Jindal** **Mr. Abhay Kumar Gupta (C.E.O)** 4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi-110034	**Mr. Mangesh Vasudeo Hande** (Director) A - 106, 1st Floor, Kotia Nirman New Link Road, Andheri (West) Mumbai, Maharashtra- 400058
M/s Walker Chandiok & Co LLP Chartered Accountants (Statutory Auditors)	**M/s S. Chander & Associates** Cost Accountants (Cost Auditors)

Please find enclosed herewith the Shorter Notice of 32nd Annual General Meeting of the Company along with Explanatory Statement to be held on Friday, 30th day of May, 2025 at 11:00 a.m.

You are requested to make it convenient to attend the above meeting.

Kindly acknowledge the receipt of this notice.

For Shogun Organics Limited

For Shogun Organics Limited

Director

Piyush Jindal
(Director)
DIN:06515285
4th & 5th Floor, Block-A, NDM-1,
Netaji Subhash Place, Delhi-110034

SHOGUN
ORGANICS LIMITED

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SHORTER NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF SHOGUN ORGANICS LIMITED WILL BE HELD ON FRIDAY, THE 30TH DAY OF MAY, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 4TH & 5TH FLOOR, BLOCK-A, NDM-1, NETAJI SUBHASH PLACE, DELHI -110034, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

"**RESOLVED THAT** the audited financial statements of the company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon as tabled before the Members, be and are hereby considered and adopted."

2. To appoint Mr. Neeraj Kumar Jindal (DIN:03473376), who retires by rotation as a director and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Neeraj Kumar Jindal (DIN:03473376), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To approve the Related Party Transactions for the financial year 2025-26 and in this regard, 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 188(1)(a) to 188(1)(e) and all other applicable provisions, if any, of the Companies Act, 2013 read with rule 15(3) of the Companies (Meetings of Board and its Powers) Rules 2014 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded, to enter into Contracts and/or agreements/or transactions upto an amount not exceeding as mentioned below with the related parties for the financial year 2025-26:

S. No.	Name of Related Party	Amount (in Rs. Crore)
1	Him Bio Agro	5.00
2	Jaycee Lifesciences	30.00

with respect to sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; or appointment of any agent for purchase or sale of goods, materials, services or property at arm's length basis."

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

1. To approve the regularization of the appointment of Mr. Prem Chand (DIN:05204760) as Non-executive Independent Director of the company and, in this regard, 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 Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as the **"Companies Act")** and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred as **"SEBI Listing Regulations")** and other applicable law and pursuant to the provisions of the articles of association of the Company, **Mr. Prem Chand (DIN:05204760),** who was appointed as an Additional Director, designated as an Independent Director, be and is hereby regularise as Non-Executive Independent Director of the company, to hold office for a period of five consecutive years with effect from 01st June 2025, as he possesses relevant expertise and experience, and meet the criteria of independence as per the Companies Act and SEBI Listing Regulations, and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder), he shall not be liable to retire by rotation, sitting fees shall be paid in terms of the appointment letter as approved by the board and the code of conduct shall be in accordance with Schedule IV of the Companies Act, 2013."

"**RESOLVED FURTHER THAT Mr. Prem Chand (DIN:05204760),** has provided the consent letter in Form DIR-2, declaration that he is not disqualified in Form DIR-8, disclosure of his interest or concern in Form MBP-1 under Section 184 of the Companies Act, 2013, certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended."

"**RESOLVED FURTHER THAT** the board of directors of the company be and is hereby severally authorized to file necessary forms with the Registrar of Companies, Delhi and Haryana at New Delhi, and do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

By order of the Board of Directors
For Shogun Organics Limited
For Shogun Organics Limited

Director
Piyush Jindal
Director
DIN: 06515285
4th & 5th Floor, Block-A, NDM-1,
Netaji Subhash Place, Delhi-110034

Place: Delhi
Date:23.05.2025

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NOTES:

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not to be a member of the company. Such proxy form to be effective must reach at the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting and must be duly completed and singed. A Blank Proxy Form is enclosed.

2. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.

4. Relevant documents referred to in the accompanying Notice and the explanatory statement are open for inspection by the members at the Registered Office of the Company during business hours up to and including the date of the Meeting.

5. Members and/or proxies should bring the attendance slips enclosed herewith duly filled in at the meeting to avoid any inconvenience.

6. Members are requested to notify to the Company immediately of any change in their address before convening AGM.

7. Route Map is enclosed.

8. Format of Consent for shorter notice is enclosed.

9. Attendance slip and proxy form are annexed hereto.

10. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Companies Act, 2013 and the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, will remain available at the registered office of the company during the AGM.

For Shogun Organics Limited

Director

Regd. Office: 4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi –110034. Tel: 011- 66105100
Admin. Office: A-106, Kotia Nirman, New Link Road, Andheri (West), Mumbai - 400 058
Tel: +91 22 6677 6845 / 6846 Email: info@shogunorganics.com
Factory: Plot No. D-18, MIDC Kurkumbh, Taluka – Daund, Distt – Pune 413802
CIN: U99999DL1993PLC432040

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EXPLANATORY STATEMENT

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

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 3

TO APPROVE THE RELATED PARTY TRANSACTIONS FOR F.Y. 2025-26

M/s Him Bio Agro (Manufacturer of fertilizers) and M/s Jaycee Lifesciences (Manufacturer of Agro chemicals) provide goods and materials to the company.

The Company is able to take advantage of the large volumes at a better negotiated price for its comparatively smaller volume. Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with above mentioned firms are likely to exceed the said threshold limit and is expected to be following figures as below under the financial year 2025-26:

S. No.	Name of the Related Party	Amount (in Rs. Crore)
1	Him Bio Agro	5.00
2	Jaycee Lifesciences	30.00

Accordingly, transaction(s) entered into with above mentioned firms comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence the board seeks the approval of the shareholders for the said Related Party Transaction(s) proposed to be entered into by your Company with above-mentioned firms in the financial year 2025-26.

The particulars of the transactions with the above-mentioned firms are as follows:

1. Name of the Related Party:
   a) Him Bio Agro
   b) Jaycee Lifesciences

2. Nature of Transactions: Sale, purchase or supply of any goods or materials; or selling or otherwise disposing of, or buying property of any kind; or leasing of property of any kind; availing or rendering of any services; or appointment of any agent for purchase or sale of goods, materials, services or property during the financial year 2025-26.

For Shogun Organics Limited

Director

Regd. Office: 4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi –110034. Tel: 011- 66105100
Admin. Office: A-106, Kotia Nirman, New Link Road, Andheri (West), Mumbai - 400 058
Tel: +91 22 6677 6845 / 6846 Email: info@shogunorganics.com
Factory: Plot No. D-18, MIDC Kurkumbh, Taluka – Daund, Distt – Pune 413802
CIN: U99999DL1993PLC432040

3. Name of the Director or KMP who is related: Mr. Surinder Kumar Chaudhary, Mr. Rajesh Kumar Jindal, Mr. Neeraj Kumar Jindal and Mr. Piyush Jindal, are Directors in the company.

4. Nature of Relationship:

Name of Related Party	Nature of Relationship
Him Bio Agro	The Holding company is partner in the firm having 96% profit sharing ration.
Jaycee Lifesciences	The Holding company is partner in the firm having 96% profit sharing ration.

5. Nature, material terms, monetary value and particulars of the contract or arrangement:

The transactions are related to sale, purchase or supply of any goods or materials; or selling or otherwise disposing of, or buying property of any kind; or leasing of property of any kind; availing or rendering of any services; or appointment of any agent for purchase or sale of goods, materials, services or property, Monetary value of proposed aggregate transactions during financial year 2025-26 is expected to be the following as mentioned below:

S. No.	Name of the Related Party	Amount (in Rs. Crore)
1	Him Bio Agro	5.00
2	Jaycee Lifesciences	30.00

Both the parties will transact at arm's length price basis in the ordinary course of business as per the terms of the business agreement.

6. Any other information relevant or important for the members to take a decision on the proposed resolution:

M/s Him Bio Agro (Manufacturer of fertilizers) and **M/s Jaycee Lifesciences** (Manufacturer of Agro chemicals) and carrying on business transactions with these firms are the essence of the business of the company and ensure qualitative, timely and easy availability of the goods.

The Board of Directors recommends passing the resolution as set out at Item No. 3 of this Notice as an Ordinary Resolution.

None of the Directors/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

For Shogun Organics Limited

Director

ITEM NO. 4

TO APPROVE THE REGULARISATION OF THE APPOINTMENT OF MR. PREM CHAND (DIN:05204760) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

T The Board of Directors of the Company in its meeting held on 23rd May 2025, Mr. Prem Chand (DIN: 05204760) was appointed as an Additional Director, designated as an Independent Director, with effect from 01st June 2025, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as the **"Companies Act"**) and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred as **"SEBI Listing Regulations"**) and other applicable law and pursuant to the provisions of the articles of association of the Company, whose office is not liable to retire by rotation and shall hold office for a period of five consecutive years with effect from 01st June 2025.

The company has received the candidature of Mr. Prem Chand in pursuant to Section 160 of the Companies Act, 2013. He has done PhD from BITS Pilani, M Tech from IIT Madras, Naval Electrical Specialization from INS Valsura Jamnagar Gujarat, B Sc., Software Engineering Course from Selenia Rome, and DBA from ISB, Hyderabad. He is presently associated with Mitkat Advisory as consultant. He has served to Indian Navy as Lieutenant (Assistant Director) to Commodore (Additional Director General). Also, he was Vice-President of Mahindra British Telecom/ Tech Mahindra; and Consultant/ Director of Codenomicon Software.

Further, Mr. Prem Chand possesses relevant expertise and experience and meets the criteria of independence as per the Companies Act and SEBI Listing Regulations and is not being disqualified under Section 164 of the Companies Act, 2013 (including the rules framed thereunder) and fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

The information required to be furnished as per the Secretarial Standard -2 issued by Institute of Company Secretaries of India and SEBI Listing Regulations are as under:

Name of the Director	Mr. Prem Chand
Directors Identification Number	05204760
Date of Birth (Age in years)	08.11.1947 (77 Years)
Original date of appointment	01.06.2025
Qualifications	PhD, M Tech, Naval Electrical Specialization, B Sc., Software Engineering
Experience and expertise in specific functional area	Having experience of more than 30 years in IT Professional

For Shogun Organics Limited

Director

Shareholding in the Company	Nil
Remuneration last drawn	Nil
No. of Board meetings attended during the year	Nil
Terms and conditions of re-appointment and remuneration	As per the appointment letter approved by the board.
Relationship with other Directors or KMPs	Nil
Other Directorships, Membership /Chairmanship of committees of other Boards	
	Name of the Company of other directorship (column 1) / **Membership/Chairmanship of committees of the company named in column 1**
	Greenpod Labs Private Limited / Nil
	Securweave Research Labs Private Limited / Nil
Justification for appointment	Enclosed as Annexure-1
Brief Resume of the Director	Enclosed as Annexure-1

The board is of the opinion that Mr. Prem Chand, aged 77 years would be a valuable asset to the company which adds value and enriched point of view during board discussions and decision making. Thus, the board of directors of the company recommended the shareholders to regularise the appointment of Mr. Prem Chand as Non-Executive Independent director of the company by passing the resolution at Item No. 4 of the accompanying Notice as an Ordinary Resolution.

The Board of Directors recommends passing of the resolution as set out at Item No. 4 of this Notice as an Ordinary Resolution.

None of the Directors/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

For Shogun Organics Limited
For Shogun Organics Limited

Director

Piyush Jindal
(Director)
DIN: 06515285
4th & 5th Floor, Block-A, NDM-1,
Netaji Subhash Place, Delhi-110034

Date: 23.05.2025
Place: Delhi

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ATTENDANCE SLIP

32nd Annual General Meeting – May 30, 2025

1.	Full Name and Registered Address of the Member (in BLOCK LETTERS)	
2.	Full Name of the Proxy (in BLOCK LETTERS)	
3.	Folio No. / DP Id – Client Id*	
4.	No. of Equity Shares held	

I/We, being the Registered Shareholder/Proxy for the Registered Shareholder** of the Company, hereby record my/our presence at the 32nd Annual General Meeting of the Company held on Friday, May 30, 2025, at 11:00 a.m. at the registered office of the company at 4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi-110034 and at any adjournment(s) thereof.

Member's / Proxy's Signature

NOTE: Members are requested to being their copy of the Annual Report and Attendance Slip duly signed to the meeting and hand it over at the entrance.

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On the Letterhead in case of the Company/Firm
Consent of shareholder for Shorter Notice
(Pursuant to proviso to sub-section 1 of Section 101 of Companies Act,2013)

To,

The Board of Directors
M/s Shogun Organics Limited
4th & 5th Floor, Block-A, NDM-1,
Netaji Subhash Place, Delhi-110034

Dear Sir,

I/We, ..., having Residence/office at ....., holding.....(in words) Equity Shares of Re. 1 each in the Company hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold Annual General Meeting on ..... at.....at a shorter notice.

Dated:

Signature:
Name of the Shareholder/Authorised Representative

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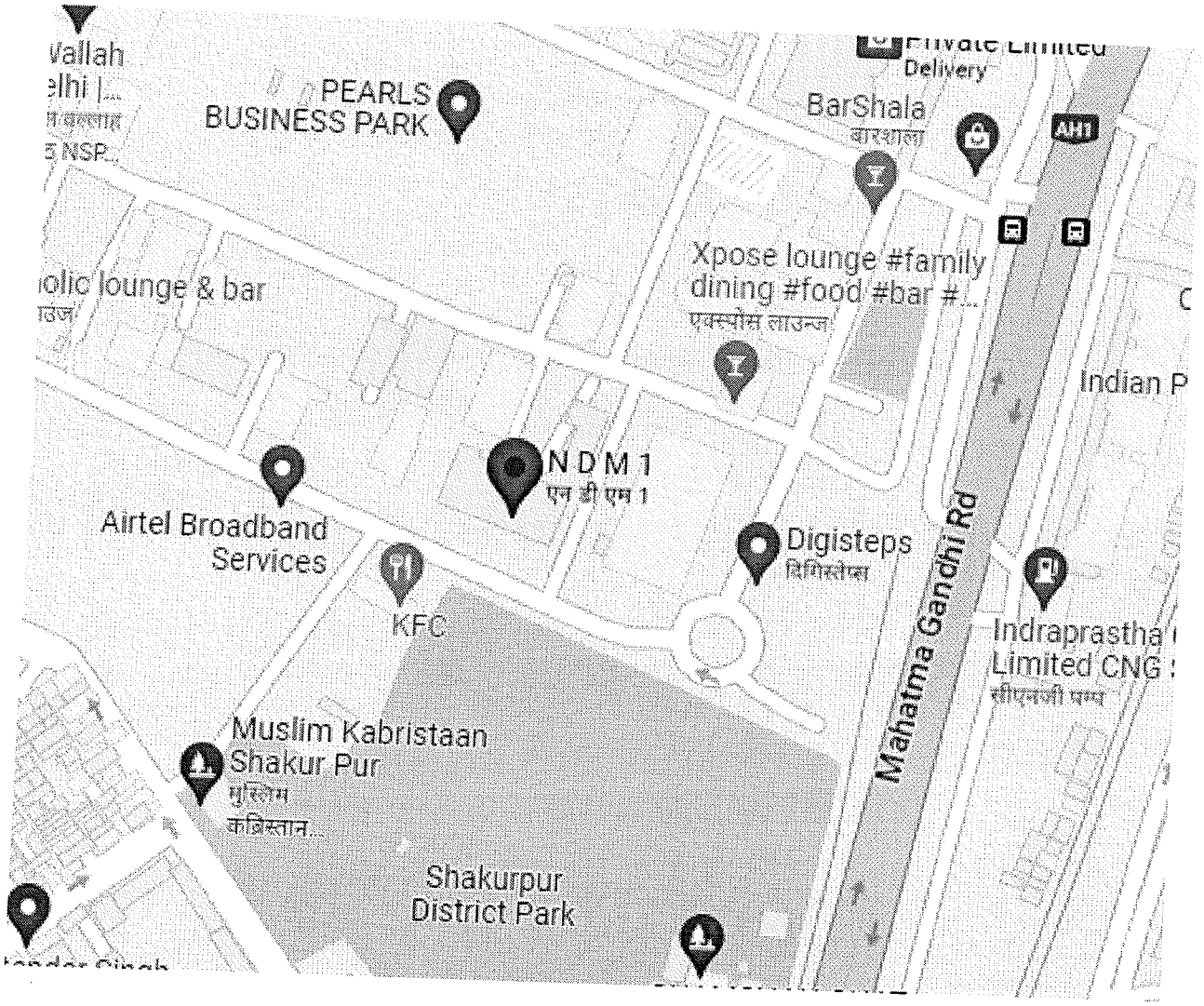
ROUTE MAP OF THE VENUE OF 32ND ANNUAL GENERAL MEETING

SHOGUN ORGANICS LIMITED

4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi-110034



Regd. Office: 4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi –110034. Tel: 011- 66105100
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Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company	SHOGUN ORGANICS LIMITED
Registered Office	4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi-110034

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above-named company. Hereby appoint

Name:	
Address:	
E-mail Id:	
Signature, or failing him	

Name:	
Address:	
E-mail Id:	
Signature, or failing him	

Name:	
Address:	
E-mail Id:	
Signature, or failing him	

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32nd Annual General Meeting** of the company, to be held on Friday, 30th May, 2025 at 11:00 a.m. at the registered office of the company at 4th & 5th Floor, Block-A, NDM-1, Netaji Subhash Place, Delhi-110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.		
2	To appoint Mr. Neeraj Kumar Jindal (DIN:03473376), who retires by rotation as a director and being eligible, offers himself for re-appointment.		
3	To approve the related party transactions for F.Y. 2025-26.		
4	To approve the regularisation of the appointment of Mr. Prem Chand (DIN:05204760) as Non-executive Independent Director of the company.		

Signed this _____day of _____20___ Signature of Shareholder_____

_____ _____ _____
Signature of 1st proxy holder Signature of 2nd proxy holder Signature of 3rd proxy holder

Affix Revenue Stamps

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Annexure-1

PROFILE
Mr. PREM CHAND

Academic and Professional Qualifications:

- PhD, from BITS Pilani (16 Aug 2004)
- M Tech, from IIT Madras (03 Jul 1978)
- Naval Electrical Specialization, from INS Valsura Jamnagar Gujarat (76 weeks, O-56 Course 14 Dec 1973)
- B Sc. (EE), Punjab University (April 1971)
- Software Engineering Course: 2 years, from Selenia Rome. (23 months course on Development, Production of Real Time Military Software for Command, Control, Communication & Intelligence Systems 26 Jan 1985 to 24 Dec 1986)
- DBA, from ISB, Hyderabad (Jul 2005)

Employment:

- Indian Navy (28 years (July 1972 to July 2000, from Lieutenant (Assistant Director) to Commodore (Additional Director General)
- Mahindra British Telecom/ Tech Mahindra (10 year, 9 months, 01 Aug 2000 31 Mar 2010 Corporate Head, Vice President)
- Codenomicon Software/ Synopsys (6 years, July 2010 to July 2016, Consultant, Director)
- Mitkat Advisory (Jul 2014 to date consultant)