

NOTICE

NOTICE is hereby given that the **38th Annual General Meeting** (AGM) of the members of Nivi Trading Limited will be held on **Wednesday, 27th September 2023** at **01.00 P.M. IST** at the registered office of the Company at C/o. United Phosphorus Limited, Readymoney Terrace, 4th Floor, 167, Dr. Annie Besant Road, Worli, Mumbai-400018, to transact the following business:s

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- 1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditor thereon:**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditor thereon as circulated to the members be and are hereby considered and adopted.”

- 2. To re-appoint Mr. Jaidev R. Shroff (DIN: 00191050), Non-Executive Director who retires by rotation and, being eligible, offers himself for re-appointment:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jaidev R. Shroff (DIN: 00191050), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Date: 18^h May 2023
Place: Mumbai

By Order of the Board of Directors
For **NIVI TRADING LIMITED**

Registered Office:

C/o., United Phosphorus Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai-400018.
CIN: L99999MH1985PLC03639

Sd/-
Rajnikant Devidas Shroff
Chairman
DIN :00180810

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

The Explanatory Statement sets out all material facts relating to the business(es) to be dealt at the Annual General Meeting as mentioned in the Notice:

Item No. 2: Re-appointment of Mr. Jaidev R. Shroff as Director

In terms of the provisions of Section 152 of the Companies Act, 2013 ("the Act") at least two thirds of the total number of directors (excluding Independent Directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with this requirement, Mr. Jaidev R. Shroff (DIN: 00191050) retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

Mr. Jaidev R. Shroff has been the Non-Executive Director on the Board of Nivi Trading Limited since 02nd March, 1992. The brief profile and statutory details for Mr. Jaidev R. Shroff are enclosed at Annexure I. The Company has received consent from Mr. Jaidev R. Shroff for re-appointment as Director in terms of Section 152(5) of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board of Nivi Trading Limited, based on the performance evaluation recommends resolution at Item No. 2 relating to re-appointment of Mr. Jaidev R. Shroff as Director, for approval of the members as an Ordinary Resolution.

Except for Mr. Rajnikant D. Shroff, Mrs. Sandra R. Shroff and Mr. Jaidev R. Shroff himself, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

ANNEXURE

Item No. / Resolution No.	2
Name of the Director	Jaidev Rajnikant Shroff
Director Identification Number	00191050
Date of joining the Board	2 nd March 1992
Age	58 years
Qualification	Bachelor of Science
Brief Resume of the Director	<p>Mr. Jaidev R. Shroff has strategic capabilities and consumer insight with a proven track record of driving consumer-centric and digital innovation.</p> <p>He is a well recognized global leader in the Chemicals and Agri-inputs industry with over 33 years of experience in India and abroad.</p>
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Global Business and Strategic Planning • Management and Leadership • Finance, Risk, Compliance and Governance
Number of meetings of the Board attended in FY2022-23	1 out of 6 meetings
Remuneration last drawn from the Company / Remuneration sought to be paid.	He is a non-executive director and does not draw remuneration from the company.
Number of shares held in the Company including shareholding as a beneficial owner	<p>Holds 75,000 equity shares in personal name</p> <p>Holds 6,33,000 equity shares as significant beneficial owner.</p>
Directorships and Committee memberships in other companies and names of the listed entities from which the Director has resigned in the past three years	<p>A. Directorships*</p> <ol style="list-style-type: none"> 1. UPL Limited 2. Ventura Guaranty Limited 3. Uniphos Enterprises Limited 4. Advanta Enterprises Limited 5. UPL Sustainable Agri Solutions Limited <p>B. Committee Memberships</p> <ol style="list-style-type: none"> 1. Advanta Enterprises Limited – Audit Committee Member 2. UPL Sustainable Agri Solutions Limited - Audit Committee Member <p>C. Mr. Jai Shroff has not resigned from any listed entity in past three years.</p>
Relationship with other Directors/KMP	<p>Father – Mr. Rajnikant D. Shroff</p> <p>Mother – Mrs. Sandra Rajnikant Shroff</p>

** Directorships in private limited companies, foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders Relationship Committee of only public companies have been included in the aforesaid table.*

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.

The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) 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/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agent – Link Intime India Ltd., Unit: Nivi Trading Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli(West), Mumbai – 400 089, quoting their Folio Number and in case their shares are held in dematerialized form, the intimation of change of address should be passed on to their respective Depository Participants.
5. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
6. Members who have not registered their e-mail addresses so far, are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 A.M. and 6.00 P.M. up to the date of 38th Annual General Meeting.
8. The Statutory Registers of the Company will be available for inspection by the members at the Meeting.
9. Voting Options

(i) Voting through Electronic Means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means i.e. the business may

be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Link Intime India Pvt. Ltd.

The Company has approached Link Intime India Pvt. Ltd. for providing remote e-voting services through their e-voting platform – Insta Vote. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on the remote e-Voting system.

The Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.nivionline.com/niviagm.html>

The remote e-voting period commences on Sunday, 24th September 2023 at 9:00 A.M. IST and ends on Tuesday, 26th September 2023 at 5:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September 2023, may cast their vote by remote e-voting.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 20th September 2023.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27th September 2023.

The process and manner for remote e-voting are as under:

Remote e-Voting : Instructions for shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

- 1) Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with depositories and depository participants.
- 2) Shareholders are advised to update their mobile number and email-id in their demat accounts to access e-Voting facility.
- 3) Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.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. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting

	<p>page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ul style="list-style-type: none"> • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of 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. • After successful login of Easi/Easiest the user will be able to see the E-voting Menu. The Menu will have links of e-Voting service provider. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration . • Alternatively, the user can directly access e-Voting page by providing Demat Account 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 No. & Email as recorded in the demat Account. After successful authentication, user

	will be provided links for the respective e-Voting service provider where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

	<p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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4) Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

5) Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

6) Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

1) Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

2) Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

(ii) Voting at the AGM venue:

The Chairman shall, at the 38th Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

Please note the following:

- A member may participate in the 38th Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 20th September 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

The Board of Directors have appointed Mr. Yogesh V. Thakker, Chartered Accountant (Membership No. 039631), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer, after the conclusion of voting at the AGM, shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall

make, not later than 48 hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman / a person authorized by him in writing shall declare the result of the voting forthwith.

The results of voting will be declared by the Chairman/a person authorized by the Board and the same along with the Scrutinizers Report will be:

- a) Communicated to BSE Limited within 48 hours from the conclusion of the 38th AGM.
- b) Published on the website of the Company <https://www.nivionline.com/niviagm.html>
- c) Published on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in/Result/Resultpage>

Date: 18^h May, 2023
Place: Mumbai

By Order of the Board of Directors
For **NIVI TRADING LIMITED**

Registered Office:

C/o., United Phosphorus Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai-400018.
CIN: L99999MH1985PLC03639

Sd/-
Rajnikant Devidas Shroff
Chairman
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