



TGIF AGRIBUSINESS LIMITED

(CIN NO.: L01132GJ2023PLC147235)

Regd. Off: A-52, Fairy Society, 5th Floor, Corporate House,
Bodakdev, Ahmedabad - 380054, Gujarat, India

(M): 9974002829 **Email:** cs@tgifagribusiness.com **Website:** www.tgifagri.com

NOTICE is hereby given that the 1st Annual General Meeting (AGM) of the members of **TGIF Agribusiness Limited** (“TGIF” and/or the “Company”) will be held on **Tuesday, 27th day of August, 2024** at **03.00 P.M.** through **Video Conferencing (VC) / Other Audio-Visual Means (OAVM)** organized by the Company without In-person presence of the Shareholders to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon:**

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

“RESOLVED THAT, the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with reports of Board of Directors and Auditors thereon, be and is hereby considered and adopted.”

- 2. To consider and approve appointment of Mr. Niraj Gemawat (DIN:00030749) as a Non-Executive Director of the Company, who retires by rotation and being eligible offers himself for re-appointment:**

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 152 of the Companies Act, 2013 (“Act”) and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Niraj Gemawat (DIN: 00030749), who retires by rotation, at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT, the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Statutory Auditor and to fix their remuneration:

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

“RESOLVED THAT, pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Samir. M. Shah & Associates, Chartered Accountants (Firm Registration No. 122377W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company, at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the out-of-pocket expenses incurred in connection with the audit.”

“RESOLVED FURTHER THAT, the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. Appointment of Mrs. Rachana Gemawat as Managing Director of the Company:

To consider appointment of Mrs. Rachana Gemawat (DIN: 02029832) as Managing Director and Key Managerial Personnel of the Company, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT, pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 or Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any modification or re-enactment thereof), Mrs. Rachana Gemawat (DIN: 02029832), who was appointed as an Additional Director (Managing Director and Key Managerial Personnel of Company) by the Board of Directors in their Board Meeting held on 30.05.2024, and in respect of whom the Company has received a notice in writing signifying her intention to be a candidate for the office of Managing Director in the Company, be and is hereby appointed as Managing Director of the Company.”



“RESOLVED FURTHER THAT, the Board be and is hereby authorised severally to do all acts and to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution.”

Date: 1st August 2024
Registered Office:

A-52, Fairy Society, 5th Floor,
Corporate House, Bodakdev,
Ahmedabad - 380054, Gujarat, India
CIN: L01132GJ2023PLC147235
Tel.: +91 9974002829
Email: cs@tgifagribusiness.com
Website: www.tgifagri.com

By the order of Board of Directors
For TGIF Agribusiness Limited

Sapan Smitesh Dalal
Company Secretary &
Compliance Officer
Membership No.: A68054

Notes:

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts with respect to Item no. 3 and 4 to be transacted at the AGM is annexed hereto and forms part of the Notice forms part of this Notice. Further, the relevant details with respect to item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment at this AGM are also annexed.
- 2) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- 3) Pursuant to the Circular issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for AGM held through VC/OAVM. Accordingly, the facility for appointment of proxy(ies) by

the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

- 4) Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to cs@tgifagribusiness.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
- 5) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 6) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.
- 8) The Notice of the AGM and the Annual Report shall also be available on the website of the Company at www.tgifagri.com as well as on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
- 9) The Notice of the AGM along with the Annual Report 2023-2024 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories unless any Member has requested for a physical copy of the same.

10) Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before August 26, 2024, through e-mail on cs@tgifagribusiness.com. The same will be replied by the Company suitably.

11) All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays Sundays and Holidays) up to the date of AGM.

12) Voting through Electronic Means

In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members electronically, through the e-voting services is provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

13) Process to cast votes through remote e-voting is as follows:

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

The remote e-voting period begins on 23rd August, 2023 at 09.00 A.M. and ends on 26th August, 2024 at 05:00 P.M. 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. 21st August, 2024 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 21st August, 2024.

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 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	<ol style="list-style-type: none"> 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. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 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 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. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<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> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

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.com or call at 022 - 4886 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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode.

How to Log-in to NSDL e-Voting website?

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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
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.

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.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
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*****.

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) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- c) 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 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. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join 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 mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre 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 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 cs@tgifagribusiness.com. 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.
2. 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.
3. 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:

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 through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@tgifagribusiness.com. The same will be replied by the Company suitably.
6. **Speaker Registration:** Members who would like to express their views or ask questions during the Annual General Meeting may register themselves as a speaker by sending their request along with their query from their registered email address mentioning their name, demat account number / folio number, PAN and mobile number at cs@tgifagribusiness.com from August 16, 2024 to August 20, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time of the AGM.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tgifagri.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

Date: 1st August 2024

Registered Office:

A-52, Fairy Society, 5th Floor,
Corporate House, Bodakdev,
Ahmedabad - 380054, Gujarat, India
CIN: L01132GJ2023PLC147235
Tel.: +91 9974002829
Email: cs@tgifagribusiness.com
Website: www.tgifagri.com

**By the order of Board of Directors
For TGIF Agribusiness Limited**

Sapan Smitesh Dalal
*Company Secretary &
Compliance Officer*
Membership No.: A68054

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 3

APPOINTMENT OF M/S SAMIR M. SHAH & ASSOCIATES AS THE STATUTORY AUDITOR OF THE COMPANY:

Pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Samir M. Shah & Associates, Chartered Accountants (Firm Registration No. 122377W) was appointed as the first auditors of the Company by the Board of Directors in their meeting held on December 28, 2023 till the conclusion of 1st Annual general Meeting of the Company.

Subsequently, the board of Directors in their Meeting held on May 30, 2024 have appointed M/s. Samir M. Shah & Associates as the Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting.

Further requirement of ratification of Auditors by members at every Annual General Meeting has been omitted by the Companies (Amendment) Act, 2017 effective from May 7, 2018.

M/s. Samir M Shah & Associates have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the notice.

The Board recommends the resolution set forth in Item No. 3 of the notice for approval of the members.

ITEM NO. 4

APPOINTMENT OF MRS. RACHANA GEMAWAT AS THE MANAGING DIRECTOR OF THE COMPANY

Due to resignation of Mr. Bharat Thaker who was holding a position of Managing Director of the Company, the Board of Directors of the Company at its meeting held on May 30, 2024, on the basis of recommendation received from the

Nomination and Remuneration Committee, considered Mrs. Rachana Gemawat desirable based on her rich and vast experience, for the role of Managing Director for a period of 5 (five) consecutive years from June 1, 2024 up to May 31, 2029, not liable to retire by rotation, subject to approval of the Members of the Company at the ensuing General Meeting in conformity with the provisions of Companies Act read with Schedule V and rules framed thereunder.

Mrs. Rachana Gemawat, Managing Director, is in charge of the overall management of the Company and shall perform such duties as shall from time to time be entrusted to her, subject to overall supervision, superintendence, guidance and control of the Board of Directors of the Company. An agreement has been entered into by the Company with Mrs. Rachana Gemawat, the terms and conditions of her Appointment as Managing Director are contained in the said agreement is available for inspection.

As per the provisions of the Listing Regulations, the compensation payable to Whole Time Director, who is Promoter or Member of the Promoter Group, shall be subject to approval of the Members by a Special Resolution, if the aggregate annual remuneration to such Executive Director exceeds INR 5 crores or 2.5% of the net profits of the listed entity, whichever is higher or where there is more than one such director, exceeds 5% of the net profits of the Company. Mrs. Rachana Gemawat is one of the Promoter of the Company, and therefore the approval of the Members by way of Special Resolution is being sought for her Appointment and payment of Remuneration.

Following are brief particulars of Mrs. Rachana Gemawat:

Particulars	Details
Age	48 years
Date of 1 st appointment on the Board	Board Meeting dated 30.05.2024 and appointment w.e.f. 01.06.2024
Qualification	Bachelor Degree in Dental Surgery from Pune University Executive Diploma in Marketing from Nirma University, Ahmedabad
Experience	15 + years' experience
Directorship in other Companies	Nintec Systems Limited: Non-Executive Director
No. of Shares held in the Company	440800 Shares
Terms and Conditions of Appointment and Remuneration	As per the terms and condition (including remuneration) as approved by the Board at its meeting held on 30.05.2024
Details of Remuneration sought to be paid	As per the terms and condition (including remuneration) as approved by the Board at its meeting held on 30.05.2024



Relationship with other Directors, Manager and other Key Managerial Personnel	Spouse of one of the Director Mr. Niraj Gemawat
---	---

The Board therefore recommends the resolution as set out under Item no. 4 of the Notice for approval of the Shareholders as Special Resolution.

Date: 1st August 2024

Registered Office:

A-52, Fairy Society, 5th Floor,
Corporate House, Bodakdev,
Ahmedabad - 380054, Gujarat, India
CIN: L01132GJ2023PLC147235
Tel.: +91 9974002829
Email: cs@tgifagribusiness.com
Website: www.tgifagri.com

**By the order of Board of Directors
For TGIF Agribusiness
Limited**

Sapan Smitesh Dalal
*Company Secretary &
Compliance Officer*
Membership No.: A68054

**ANNEXURE-1
EXHIBIT TO THE NOTICE**

(Under Regulation 36 of the SEBI Listing Obligations and Disclosure Requirements, 2015)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:

Item No. 2 & 4

Name of Director	Mr. Niraj Gemawat	Mrs. Rachana Gemawat
DIN	00030749	02029832
Date of Birth	August 05, 1973	September 16, 1976
Qualifications	Bachelors in Engineering (B.E.), Ahmedabad, India Post-Graduation in Business Administration (MBA), Pune, India	Bachelor of Dental Surgery and Degree in Executive Diploma in Marketing
Expertise in specific functional areas	Wide experience in Information Technology	Wide experience in business management
Terms and Conditions of appointment/re-appointment	Not Applicable	Not Applicable
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil
Brief Resume and Nature of Expertise in Functional Areas	<p>Niraj Chhaganraj Gemawat is the Non-Executive Director of our Company. He has been on the Board w.e.f. December 27, 2023 i.e. from the inception of the Company.</p> <p>He has completed his Bachelors in Engineering from Ahmedabad and Post-Graduate Degree in Business Administration (MBA), Pune, India.</p> <p>He has an experience of 27 years in the business mainly specializing in developing software for networking monitoring probes, protocol stacks, embedded systems, business application development.</p>	<p>Mrs. Rachana Gemawat was appointed as Additional Director w.e.f. 1st June, 2024 and subsequently as Managing Director w.e.f. 3rd June 2024.</p> <p>She has completed her Bachelor of Dental Surgery from Pune University and also holds a degree in Executive Diploma in Marketing.</p> <p>On the business front, she direct and control the Company's operations and give strategic guidance to the board.</p>

Name of Director	Mr. Niraj Gemawat	Mrs. Rachana Gemawat
	On the business front, he makes significant strategic and operational decisions that ensure the Company meets its objectives.	
Key terms and conditions of appointment/ reappointment	As agreed between the parties	As agreed between the parties
No. of Equity Shares held in the Company	1415500	440800
Directorship/Committee Memberships held in other listed entities	1. Nintec Systems Limited	Directorship: 1. Nintec Systems Limited Committee Membership- NINtec Systems Limited i. Nomination and Remuneration Committee ii. Stakeholder Relationship Committee
Disclosure of Relationships between Directors inter-se	Spouse of Mrs. Rachana Gemawat	Spouse of Mr. Niraj Gemawat.