SHIVCHEM AGRO LIMITED

(Formerly Known as Shivchem Agro Private Limited)

CIN: U24290DL2021PLC386444

Regd. Office: Unit No. 703, 704, Amba Tower, Plot No. 2, Community Centre, D.C Chowk, Sector-9, Sec-11, Rohini, North- West Delhi, Delhi-110085

Email: info@shivchemagro.com

Tel. No.: 011-4600-8555 | Fax No.: 011-4802-8510

NOTICE OF ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 5TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S SHIVCHEM AGRO LIMITED (FORMERLY KNOWN AS SHIVCHEM AGRO PRIVATE LIMITED) IS SCHEDULED TO BE HELD ON TUESDAY, SEPTEMBER 08, 2026 AT 5:00 P.M. AT THE REGISTERED OFFICE SITUATED AT UNIT NO. 703, 704, AMBA TOWER, PLOT NO.2, COMMUNITY CENTRE, D.C CHOWK, SECTOR-9, ROHINI SEC-11, NORTH WEST DELHI, DELHI, INDIA, 110085.

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss for the financial year ended March 31, 2026 and the Statement of Cash Flow for the financial year ended March 31, 2026, together with the notes forming part thereof and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the Financial Statements including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss for the financial year ended March 31, 2026 and the Statement of Cash Flow for the financial year ended March 31, 2026, together with the notes forming part thereof, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To re-appoint Mrs. Deepa Agarwal (DIN: 10777841), who retires by rotation as a Non-Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder, Mrs. Deepa Agarwal (DIN: 10777841), who retires by rotation at this annual general meeting and, being eligible, offers herself for re-appointment, be and is hereby re-appointed.

SPECIAL BUSINESS

3. TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

The proposed alteration of the Articles of Association is being made in connection with the Company's proposed Initial Public Offering ("IPO") and the proposed listing of its equity shares. The alteration is intended to provide an enabling provision in the Articles of Association to facilitate compliance with the lock-in requirements applicable to pre-issue share capital and other specified equity shares under the SEBI ICDR Regulations, particularly where such lock-in cannot be recorded electronically by the Depositories due to pledge, freeze balance, safe keep balance or similar restrictions, and to clarify the treatment of such shares upon invocation or release of pledge.

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and subject to such approvals, permissions and sanctions as may be required from the Securities and Exchange Board of India, the Stock

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Exchanges, the Registrar of Companies and/or any other statutory or regulatory authority, if any, the approval of the Members be and is hereby accorded for the alteration of the Articles of Association of the Company by inserting/adding the new Article immediately after Article No. 204 (or under such numbering as may be determined by the Board) relating to **'Lock-in of Equity Shares in Connection with Initial Public Offering of the Company'** and accordingly the new article will be read as under:

205. Lock-In of Equity Shares in Connection with Initial Public Offering of the Company

(i) Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by members of the company are required to be locked in pursuant to SEBI ICDR Regulations and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (a) subject to pledge; or (b) under "freeze balance" or "safe keep balance", prior to the commencement of the Lock-in Period, the Company shall have the power to issue instructions to the Depositories within such timelines and manner as may be required under the applicable law, including circulars issued by the Depositories, directing them to record such Equity Shares as "non-transferable" for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

(ii) In the event of invocation of the pledge on such Equity Shares by the pledgee or exercise of lien on such Equity Shares by any person pursuant to an order or directions of any court, tribunal, any government agency, SEBI or any other authority made or given under any law for the time being in force, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation or by such other person upon exercise of lien shall continue to remain locked-in in the account of the pledgee for the balance Lock-in Period.

(iii) In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the account of the pledgor for the balance Lock-in Period.

For the purposes of Article 205,

a. "Lock-in Period" means the period for which the entire pre-issue capital of the Company held by members and equity shares specified under SEBI ICDR Regulations, in case of IPO, is locked-in in accordance with SEBI ICDR Regulations; and
b. "SEBI ICDR Regulations" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or re-enacted or replaced from time to time.

RESOLVED FURTHER THAT Mr. Rohit Agarwal (DIN: 06693300), Chairman and Executive Director and Mr. Sachin Agarwal (DIN: 09316310) Managing Director of the Company be and is hereby severally authorised to finalise the numbering of the above Article, make such modifications or amendments as may be required by the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies or any other statutory or regulatory authority, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution."

4. <u>TO APPROVE RAISING OF FUNDS THROUGH INITIAL PUBLIC OFFERING (IPO)</u>

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The Company had obtained the approval of the Board of Directors at its meeting held on June 24, 2025, and of the members at their meeting held on June 25, 2025, in relation to the proposed Initial Public Offer ("IPO"). Pursuant to the aforesaid approvals, the Company proceeded with the IPO process, including filing of the Draft Red Herring Prospectus with BSE Limited, and received in-principle approval from BSE Limited vide its letter dated December 29, 2025, bearing reference no. LO/SME-IPO/MM/IP/617/2025-26.

The Company now proposes to seek renewed approval of the Members in continuation of the Initial Public Offer. Accordingly, the Members are requested to consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT in furtherance of the resolutions passed by the Board of Directors of the Company on June 24, 2025 and by the members of the Company on June 25, 2025, and pursuant to the provisions of Sections 23, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "Companies Act"), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable regulations and guidelines issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India ("GOI"), including the Department for Promotion of Industry and Internal Trade ("DPIIT"), the Registrar of Companies ("ROC"), Securities and Exchange Board of India ("SEBI"), the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Reserve Bank of India ("RBI") or Stock Exchanges and any other applicable laws, policies, rules and regulations, in India or outside India (collectively, the "Applicable Laws"), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the provisions of the SEBI ICDR Regulations and the listing agreement to be entered between the Company and the stock exchange where the equity shares and/or other securities of the Company are proposed to be listed ("the Stock Exchange"), and subject to any approvals from the Registrar of Companies ("ROC"), the stock exchange, the SEBI and any other appropriate governmental, statutory and regulatory authorities and departments of India ("Regulatory Authorities") and any third parties, and such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot such number of Equity Shares of face value of INR 5/- only each of the Company aggregating an amount of upto INR 25,00,00,000/- (Indian Rupees Twenty-five Crore only) for cash at a price to be determined in consultation with the book running lead manager appointed in respect of the Issue ("BRLM"), by the book built process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person(s) as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, individual investors or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Offer in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an issue document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the consent and approval of the Members of the Company be and is hereby accorded for the lock-in of the Pre-Issue Equity Shares in accordance with the provisions of the SEBI (ICDR) Regulations, 2018, as amended from time to time Securities and Exchange Board of India from the date of allotment of shares in the IPO, without being required to seek any further consent.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Laws, including without limitation or to provide a discount to the Issue price to individual investor ("Discount"); and to take any and all actions in connection with any Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and that, it is noted/ ratified/ approved that the Board has appointed **Shannon Advisors Private Limited, SEBI Registration Number INM000013174** as the Book Running Lead Manager to manage the Public Issue solely.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board, or any committee thereof, in consultation with the BRLM, be and is hereby authorised to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalising the basis of

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allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, registrar and share transfer agent, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the issuing, transfer and allotment of the Equity Shares and utilization of the IPO proceeds, if applicable and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT the Board and/or a duly constituted committee thereof, including the IPO committee, be and is hereby authorised to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any issue, allotment or transfer of Equity Shares pursuant to the Issue, including, without limitation, to the following:

(i) constituting a committee for the purposes of issue, allotment and transfer of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Issue, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors the terms and conditions of the Issue relating to timing (including opening and closing dates of the Issue, etc.) and pricing (price band, issue price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;

(ii) to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;

(iii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, allotment or transfer of Equity Shares;

(iv) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

(v) appointing the BRLM in accordance with the provisions of the Applicable Laws;

(vi) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue, and taking such actions or give such directions as may be necessary or desirable and to obtain such approvals, permissions, consents, sanctions, as it may deem fit;

(vii) deciding in consultation with the BRLM, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, the Issue Price, the price band (including issue price for anchor investors), the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued and transferred in the Issue, the Bid / Issue Opening and Bid/ Issue Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws; approval of the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), the abridged prospectus ("Abridged Prospectus"), Confirmation of Allocation Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Issue as finalized in consultation with the BRLM, in accordance with the Applicable Laws;

(viii) deciding, in consultation with the BRLM, size, timing (including opening and closing dates), pricing, the terms of the Issue of Equity Shares, and all other related matters regarding the Pre-IPO placement, if any, including the execution of the relevant documents with the investors, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws;

(ix) approving the Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus"), the abridged prospectus, confirmation of allocation notes, application forms (including amending, varying, supplementing or modifying the same, or providing any notices, addenda or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Issue as finalized by the Company, in consultation with the BRLM, in accordance with the Applicable Laws;

(x) withdrawing the RHP or not proceeding with the Issue at any stage, after consultation with the BRLM in accordance with the Applicable Laws;

(xi) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;

(xii) appointing, instructing and entering into arrangements with the BRLM, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsels, experts, auditors, advertisement agency, the monitoring agency and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLM;

(xiii) finalization of, approving, adopting and arrangement for the submission of the RHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the issue of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines ;

(xiv) authorization of the maintenance of a register of holders of the Equity Shares;

(xv) finalization of the basis of allotment of the Equity Shares, in accordance with Applicable Laws;

(xvi) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws;

(xvii) to issue advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI (ICDR) Regulations and the other Applicable Laws;

(xviii) to open and operate separate escrow accounts or any other account, with scheduled banks to receive applications along with application monies in relation to the Issue in terms of provisions of the Companies Act and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(xix) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and banker to the issue agreement for the handling of refunds for the Issue and to authorise one or more officers/employees of the Company to execute all documents/deeds as may be necessary in this regard;

(xx) to determine the price at which the Equity Shares are issued, allocated, transferred and/or allotted to investors in the IPO in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, if any;

(xxi) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the issue agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Issue, legal counsels, auditors, stock exchanges, BRLM and other agencies/intermediaries in connection with Issue with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;

(xxii) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the Applicable Laws;

(xxiii) to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;

(xxiv) approving suitable policies on insider trading, whistleblowing, risk management, and any other policies as may be required under the Applicable laws;

(xxv) to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;

(xxvi) to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Issue;

(xxvii) to submit undertaking/certificates or provide clarifications to the Securities and Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;

(xxviii) to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the RHP filed with the Securities and Exchange Board of India, as may be required for the purpose;

(xxix) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;

(xxx) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with the Applicable Laws;

(xxxi) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the officials of the Company; and

(xxxii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue or allotment of the Equity Shares in the Issue and utilizing the Issue Proceeds, in such manner as the Board may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions, or giving such directions as may be necessary or desirable and as it deems fit or as may be necessary or desirable with regard to the Issue.

RESOLVED FURTHER THAT in case of oversubscription no allotment shall be made by the issuer in excess of the specified securities offered through the issue document: Provided that in case of oversubscription, an allotment of not more than ten per cent of the net Issue to public may be made for the purpose of making allotment in minimum lots as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, any of the Directors, the Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action and filing necessary e-forms with the ROC."

FOR SHIVCHEM AGRO LIMITED
(Formerly known as Shivchem Agro Private Limited)

Sd/-
MONIKA SHARMA
(Company Secretary)
Membership No: A66578
Add.: House No. 22, Swastik Kunj, Rohini
Sector-13, North West Delhi-110085

Date: 06.09.2026
Place: New Delhi

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED HEREWITH THE NOTICE.**

2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the board resolution authorizing the representatives to attend and vote at the Annual General Meeting.

3. Members/Proxies Attending the Meeting are Requested to Bring the Attendance Slip (Duly Completed) to The Meeting.

4. Members, who have registered their email addresses for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs, are being sent notice of AGM by emails.

5. The relevant details of the Director seeking re-appointment at this AGM pursuant to Secretarial Standard-2 on General Meetings are given in this Notice.

6. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.

7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

8. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

9. As the Meeting is being convened at shorter notice, the Company is seeking the consent of the Members for holding the Annual General Meeting at shorter notice. The Meeting shall be held at shorter notice only if the requisite consent is received in writing or by electronic means from not less than ninety-five per cent of the Members entitled to vote at such Meeting, in accordance with Section 101(1) of the Companies Act, 2013. Separately, because the audited Financial Statements and accompanying documents are being circulated less than twenty-one days before the AGM, the Company shall obtain the consent required under Section 136 from the majority in number of members entitled to vote who represent not less than ninety-five per cent of the paid-up share capital carrying voting rights. A combined consent form may be used only if it expressly and separately satisfies both statutory tests.

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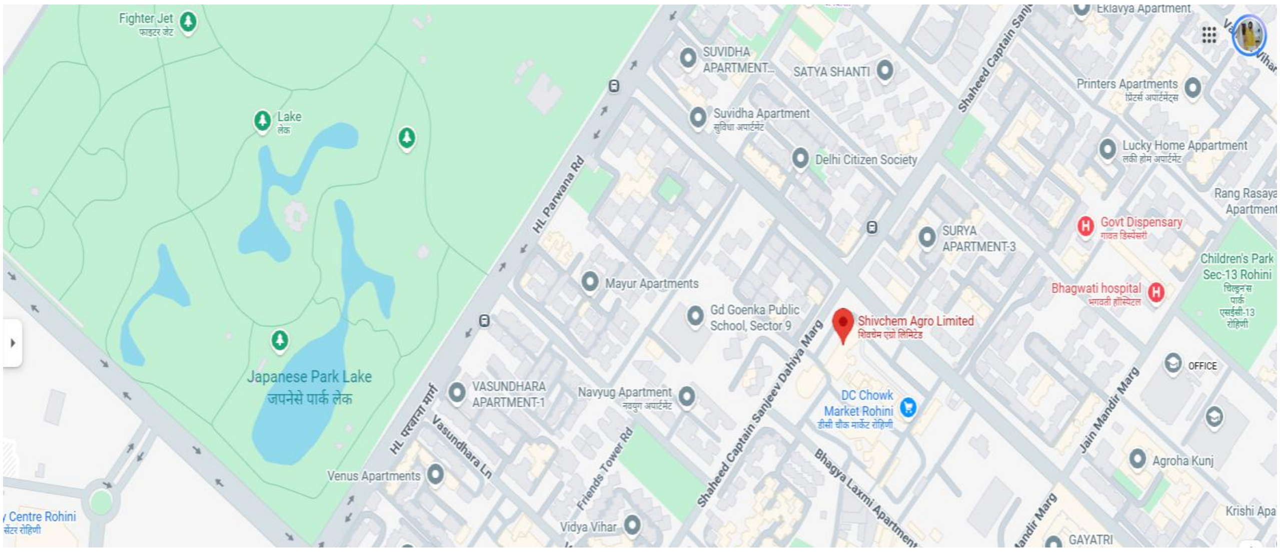
ROUTE MAP OF THE REGISTERED OFFICE OF THE COMPANY



Kindly click on the following link for location:

https://maps.app.goo.gl/3WzNjo5eeBMdjY2x7

SHIVCHEM AGRO LIMITED
(Formerly Known as Shivchem Agro Private Limited)
CIN: U24290DL2021PLC386444
Regd. Office: Unit No. 703, 704, Amba Tower, Plot No. 2, Community Centre, D.C Chowk, Sector-9, Sec-11, Rohini, North- West Delhi, Delhi-110085
Email: info@shivchemagro.com
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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO 3: TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY.

The proposed alteration of the Articles of Association is being made in connection with the Company's proposed Initial Public Offering ("IPO") and the proposed listing of its equity shares. The alteration is intended to provide an enabling provision in the Articles of Association to facilitate compliance with the lock-in requirements applicable to pre-issue share capital and other specified equity shares under the SEBI ICDR Regulations, particularly where such lock-in cannot be recorded electronically by the Depositories due to pledge, freeze balance, safe keep balance or similar restrictions, and to clarify the treatment of such shares upon invocation or release of pledge.

The Company proposes to undertake an Initial Public Offering ("IPO") of its equity shares and list the equity shares on SME Platform of BSE Limited, subject to receipt of the necessary statutory and regulatory approvals.

In connection with the proposed IPO, the Company is required to comply with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), including the provisions relating to lock-in of pre-issue share capital and promoter contribution.

Pursuant to the latest regulatory requirements and depository operating guidelines, where lock-in of certain equity shares cannot be created electronically because such shares are under pledge, freeze balance, safe keep balance or any similar restriction, companies are required to have enabling provisions in their Articles of Association authorising the Company to instruct the Depositories to mark such shares as "non-transferable" for the applicable lock-in period. The proposed amendment also clarifies the treatment of such equity shares in cases of invocation or release of pledge during the lock-in period.

Accordingly, it is proposed to insert a new Article in the Articles of Association of the Company to facilitate compliance with the applicable provisions of the SEBI ICDR Regulations and the circulars/guidelines issued by SEBI and the Depositories from time to time.

In terms of Sections 5 and 14 of the Companies Act, 2013, alteration of the Articles of Association requires the approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

The draft altered Articles of Association of the Company incorporating the proposed Article 205 are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection at the Annual General Meeting.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of this Notice for approval of the Members.

ITEM NO 4: APPROVAL FOR THE RAISING OF FUNDS THROUGH INITIAL PUBLIC OFFERING (IPO)

The Company proposes to create, offer, issue and allot such number of Equity Shares of face value of INR 5/- only each of the Company aggregating an amount of upto INR **25,00,00,000**/- (Indian Rupees **Twenty-five Crore** only) (the "Issue"). The Issue is proposed to be made for cash, at such premium as may be decided in consultation with the Book Running Lead Manager ("BRLM"), in compliance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other

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applicable laws to various categories of investors including qualified institutional investors, individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares to be issued and allotted pursuant to the Issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

The Company had obtained the approval of the Board of Directors on June 24, 2025 and the approval of the members on June 25, 2025 for the proposed Initial Public Offer ("IPO"). Pursuant to the aforesaid approvals, the Company proceeded with the IPO process and filed the Draft Red Herring Prospectus with the BSE Limited and has also received the in-principle approval from BSE Limited vide its letter dated December 29, 2025 bearing reference no. LO/SME-IPO/MM/IP/617/2025-26. In view of the same the Company proposes to obtain fresh approval for continuation of the IPO process and the proposed Issue. Accordingly, the Board, at its meeting held on September 05, 2026, approved the issue, subject to approval of the shareholders. The Board shall have the discretion to determine the structure, timing, terms and conditions of the Offer, in consultation with the BRLM.

In connection with the Issue, the Company will file the necessary documents including the Red Herring Prospectus (RHP) and Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) with the Securities and Exchange Board of India (SEBI), the Registrar of Companies (ROC), and the Stock Exchange, as applicable, in compliance with the SEBI ICDR Regulations, the Companies Act, 2013, and other applicable laws (collectively referred to as the "Offer Documents").

Material Information Pertaining to the Issue:

(i) **Issue Price:** The price at which the Equity Shares will be allotted shall be determined and finalized by the Company in consultation with the BRLM, through the book building process in accordance with the SEBI ICDR Regulations.

(ii) **The object(s) of the Issue:** The proceeds of the Issue are to be utilized for the purposes that shall be disclosed in the Issue Documents. The Board has the authority to approve and modify the objects of the Issue on the basis of the requirements of the Company, in accordance with applicable laws.

(iii) **Intention of Directors/Key management personnel to subscribe to the Issue:** The Company has not made and will not make an issue of Equity Shares to any of the directors or key management personnel. However, the directors or the key management personnel may apply for the Equity Shares in the various categories under an Issue in accordance with applicable law, including the SEBI ICDR Regulations.

(iv) **Whether a change in control is intended or expected:** No change in control of the Company or its management is intended or expected pursuant to the Issue.

(v) **Proposed Listing:** The Equity Shares are proposed to be listed on SME Platform of BSE Limited and the Company will enter into the necessary listing agreement with the stock exchange concerned.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their respective shareholding in the Company, if any.

The Board recommends the resolution as set out in the notice for the approval of the members of the Company as a **Special Resolution**.

FOR SHIVCHEM AGRO LIMITED
(Formerly known as Shivchem Agro Private Limited)

Sd/-
MONIKA SHARMA
(Company Secretary)
Membership No: A66578
Add.: House No. 22, Swastik Kunj, Rohini
Sector-13, North West Delhi-110085

Date: 06.09.2026
Place: New Delhi

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Details of Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Secretarial Standard - 2

Name of the Director	**Deepa Agarwal**
DIN	10777841
Designation/Category of Directorship	Non-Executive Director (Promoter)
Date of Birth	25-09-1984
Age	41
Date of first Appointment	20-11-2024
Terms & Conditions of Re-Appointment	In terms of Section 152(6) of the Act, Mrs. Deepa Agarwal is liable to retire by rotation and, being eligible, offers herself for re-appointment
Remuneration proposed to be paid	Sitting fees as approved by the Board from time to time, subject to applicable provisions of the Act
Remuneration last drawn (including Sitting Fees, if any)	₹2,24,000 as sitting fees
Relationship with other Director, Manager and other KMP of the Company	Mr. Sachin Agarwal (spouse)
Experience	More than 3 years
Qualifications	Not Available
Other Directorships held as on March 31, 2026 (except Shivchem Agro Limited)	NIL
Membership/ Chairmanship of Committees of other companies Boards as on March 31, 2026	NIL
No. of shares held in the Company as on March 31, 2026	20 equity shares
No. of Board Meetings attended	FY 2025-26: 14 out of 14 meetings FY 2026-27: 3 out of 3 meetings

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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]

CIN: U24290DL2021PLC386444
Name of the company: SHIVCHEM AGRO LIMITED
Registered office: Unit No. 703, 704, Amba Tower, Plot No.2, Community Centre, D.C Chowk, Sector-9, Rohini Sec-11, North West Delhi, India, 110085

Name of the Member(s)		
Registered Address		
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:	E-mail Id:
Address:	
Signature, or failing him	

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Tuesday, September 08, 2026 at 5:00 P.M at the Registered Office and at any adjournment thereof in respect of such resolution(s) as are indicated below:

S. No.	**Resolution(S)**	**Vote**	
		For	**Against**
1.	Adoption of Financial Statements along with the Auditor's Report and Board's Report		
2.	Re-appointment of Mrs. Deepa Agarwal as a Director liable to retire by rotation		
3.	Alteration of Articles of Association of the company		

4.	Approval for the raising of funds through Initial Public Offering (IPO)		

Signed this…….day of ….2026

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder(s)

Note:

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. The proxy need not be a member of the company

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FORMAT

ATTENDANCE SLIP

Annual General Meeting Tuesday, September 08, 2026 at 05:00 P.M.

DP ID No.* ________________ & Client ID No.* ________________

Name of the Shareholder: ______________

No. of shares held: _________________

I/We certify that I/We am/are a registered shareholder/ proxy for the registered shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on, Tuesday, September 08, 2026 at 05:00 P.M at the Registered Office of the Company.

Member's/Proxy's name in Block Letters:

Name of the Authorised Representative:

Member's/ Authorised Representative's/ Proxy's Signature:

Note: Please fill this attendance slip and hand it over at the Annual General Meeting