

NIVI TRADING LIMITED

CIN: L99999MH1985PLC036391

Regd. Off.: C/o. United Phosphorus Ltd., Readymoney Terrace, 4th Floor, Dr. A.B. Road, Worli Naka, Mumbai - 400 018.

Admin. Off.: Kanta Niwas, C.D. Marg, 11th Road, Opp. Madhu Park, Khar (West), Mumbai - 400 052.

Tel Nos.: 68568000 Fax No.: 2648 7523

Email : nivi.investors@uniphos.com Website : nivionline.com

May 21, 2025

To,
BSE Limited
Floor 25, P. J. Towers,
Dalal Street,
Mumbai - 400 001.

REG.: NIVI TRADING LIMITED (Scrip Code – 512245)

SUB.: Notice convening Extraordinary General Meeting

Dear Sir/ Madam,

We wish to inform you that the Extraordinary General Meeting (EGM) of the Company is scheduled to be held on Friday, June 13, 2025 at 02.00 P.M. IST at the Registered office of the Company at C/o., United Phosphorus Limited, Readymoney Terrace, 4th Floor, Dr. Annie Besant Road, Worli, Mumbai- 400 018.

In this regard, we are enclosing herewith a copy of the Notice of the EGM for your records.

The Notice of the EGM are being dispatched to all the eligible shareholders whose email address are registered with the RTA/ Company/ Depository Participants and are available on the website of the Company www.nivionline.com and on the website of MUFG Intime India Pvt Ltd. at <https://instavote.linkintime.co.in/>.

The details such as manner of (i) registering / updating email addresses; (ii) casting vote through remote e-voting have been set out in the Notice of the EGM.

The Company has fixed Friday, 6th June, 2025 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the EGM or to attend the EGM. The remote e-voting facility commences on Tuesday, 10th June 2025 from 9.00 a.m. (IST) and ends on Thursday, 12th June 2025 at 5.00 p.m. (IST).

We request you to take the same on records.

Thanking you.

Yours faithfully,
For **Nivi Trading Limited**

Priyanka
Kapil Jain

Digitally signed by
Priyanka Kapil Jain
Date: 2025.05.21
16:58:58 +05'30'

Priyanka Jain
Company Secretary &
Compliance Officer
(ACS 40848)

Encl.: As above

NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting (EGM)** of the members of Nivi Trading Limited will be held on **Friday, 13th June 2025 at 02.00 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:

SPECIAL BUSINESS:

- i) To appoint Mr. Bipin Nandlal Jani (DIN: 00297043) as a Managing Director of the Company**

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and Board of Directors (“the Board”), approval of the members be and is hereby accorded for appointment of Mr. Bipin Nandlal Jani (DIN: 00297043) as a Managing Director of the Company for a period of 5 (five) consecutive years with effect from 30th March 2025 upto 29th March 2030, not liable to retire by rotation on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”) from time to time to alter and vary the terms and conditions of the said appointment in the best interest of the Company, subject to the recommendation of the Nomination and Remuneration Committee, and as may be agreed to between the Board and Mr. Bipin Nandlal Jani.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- ii) To appoint Mrs. Sandra R. Shroff (DIN: 00189012) as Director (Non-Executive, Non-Independent) of the Company**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mrs. Sandra R. Shroff (DIN: 00189012), who was appointed as an Additional Director (Non-Executive, Non-Independent) on the Board of Directors of the Company with effect from 30th March, 2025 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office till the date of this meeting and for whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

iii) To Re-appoint Mr. Prasad Vasudeo Paranjape (DIN: 00242305) as an Independent Director of the Company for a second term of five consecutive years

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee("NRC") and the Board of Directors("the Board") of the Company, Mr. Prasad Vasudeo Paranjape (DIN: 00242305), who was appointed as an Independent Director of the Company for a term of five years up to 14th June 2025 and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being re-appointed as an Independent Director along with his consent to act as such and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act in the prescribed manner from a member proposing his candidature for the office of the Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, effective from 15th June, 2025, up to 14th June, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Prasad Vasudeo Paranjape shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

iv) To Re-appoint Ms. Meena Deepak Ved (DIN: 07706272) as an Independent Director of the Company for a second term of five consecutive years

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee("NRC") and the Board of Directors("the Board") of the Company, Ms. Meena Deepak Ved (DIN: 07706272), who was appointed as an Independent Director of the Company for a term of five years up to 14th June 2025 and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for being re-

appointed as an Independent Director along with her consent to act as such and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act in the prescribed manner from a member proposing her candidature for the office of the Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, effective from 15th June, 2025 up to 14th June, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Meena Deepak Ved shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: 14th May 2025
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 to be dealt with at the Extraordinary General Meeting as mentioned in the Notice:

Item No. 1: To appoint Mr. Bipin Nandlal Jani (DIN: 00297043) as a Managing Director of the Company

The Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board") at their respective meetings held on 27th March, 2025 has, subject to approval of members of the Company, appointed Mr. Bipin Nandlal Jani (DIN: 00297043) as Managing Director for a period of 5 (Five) consecutive years with effect from 30th March, 2025 upto 29th March, 2030.

The first proviso of Section 196(3)(a) of the Act read with Part-1 of Schedule V provides that no company shall appoint any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as Special Resolution in General Meeting. Mr. Bipin Nandlal Jani is 68 years of age on the date of appointment but during the 5 years term of his appointment as Managing Director, he will turn 70 years of age.

It is proposed to seek the approval of the members of the Company for the appointment of Mr. Bipin Nandlal Jani, in terms of the applicable provisions of the Act.

Brief profile of Mr. Bipin Nandlal Jani and his expertise in specific functional areas are as under:

Mr. Bipin Nandlal Jani aged 68 years is bringing a wealth of practical business knowledge to the role. With a proven track record in Chemical Industry with an experience of 44 years possessing an expertise in areas of Administration, Accounts and Purchase.

As Managing Director, he will be responsible for overseeing the company's operations, driving business growth, and ensuring the achievement of corporate objectives.

He also serves as Director on the Board of other public limited companies and private limited companies.

Keeping this in view, it would be in the interest of the Company to appoint Mr. Bipin Nandlal Jani as Managing Director of the Company.

The broad particulars of the terms of the appointment of Mr. Bipin Nandlal Jani are as under.

A. Tenure of appointment:

The appointment of the Managing Director is for a period of 5 (five) consecutive years with effect from 30th March, 2025.

B. Role and Responsibilities:

The aforesaid Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company.

C. Remuneration:

Nil

D. Other terms of appointment:

i) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board of Directors as it may, in its discretion deem fit, in such manner, subject to the recommendation of the Nomination and Remuneration Committee, and as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

iii) The Managing Director shall adhere to the Company's Code of Conduct.

iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

The Company has received declaration from Mr. Bipin Nandlal Jani stating that he is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director. The Company has also received a notice under Section 160 of the Act from a member intending to nominate Mr. Bipin Nandlal Jani to the office of Managing Director.

The aforesaid Director satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment.

The disclosures as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Council of the Institute of Company Secretaries of India are stated in ANNEXURE-1.

Mr. Bipin Nandlal Jani is deemed to be interested in this resolution.

Save and except the above, none of the other directors and key managerial personnel of the Company and their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

Mr. Bipin Nandlal Jani is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board, on the recommendation of the Nomination and Remuneration Committee, commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Item No. 2: To appoint Mrs. Sandra R. Shroff (DIN: 00189012) as Director (Non-Executive, Non-Independent) of the Company

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 27th March, 2025 has, subject to approval of members of the Company, appointed Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as an Additional Director of the Company with effect from 30th March, 2025.

Mrs. Sandra Shroff completed her term as a Managing Director on the Board of the Company on 29th March, 2025. She has further expressed her desire to continue only as a non-executive director due to pre-occupation.

Brief profile of Mrs. Sandra Rajnikant Shroff and her expertise in specific functional areas are as under:

Mrs. Sandra Rajnikant Shroff has been associated with the Company since 1992. She was appointed as the Managing Director on the Board of Nivi Trading Limited on 30th March, 2015. She has more than five decades of experience in all aspects of corporate operations. She has been closely associated with Chemexcil, ICMA (now known as ICC) and has been instrumental in solving the problems faced by the chemical industry throughout India. She is also associated with FICCI, Assocham and is presently the President of Burns Association of India. She has actively taken up the provision of social infrastructure at hospitals and schools. She is the Trustee of the Gnyan Dham Vapi Charitable Trust, Chairman of Ankleshwar Industrial Development Society, Chairman of Sandraben Nursing College and Ankleshwar Rotary Educational Society. These trusts have established schools, colleges and hospitals – amongst the best in South Gujarat.

Through Gnyan Dham School, has adopted a Model Eklavya School at Ahwa in the Dang District which has become, since the adoption, one of the best Eklavya Schools in Gujarat. She is involved in social and welfare activities such as building of village schools, providing sanitation for schools around Vapi, Ankleshwar and Jammu, providing tube-wells to villages, and training the tribal farmers with better methods of farming and agriculture, in their own fields and at Farmers Training Centre of UPL Limited at Vapi.

The Company has received declaration from Mrs. Sandra Rajnikant Shroff stating that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. The Company has also received a notice under Section 160 of the Act from a member intending to nominate Mrs. Sandra Rajnikant Shroff to the office of Director.

The Board of Directors of the Company, considering her association with the Company since long, her seniority, role played by her towards the growth of the Company and to reap the benefits of her rich and varied experience, is of the opinion that approval of shareholders be sought for appointment of Mrs. Sandra Rajnikant Shroff as a Director of the Company as set out at item no. 2 of the Notice

The disclosures as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, issued by the Council of the Institute of Company Secretaries of India are stated in ANNEXURE-1.

Mrs. Sandra R Shroff, Mr. Rajnikant Devidas Shroff and Mr. Jaidev Rajnikant Shroff may be deemed to be interested in this resolution.

Mrs. Sandra R Shroff is spouse of Mr. Rajnikant Devidas Shroff, Non-Executive Director and mother of Mr. Jaidev Rajnikant Shroff, Non-Executive Director.

Except for Mr. Rajnikant D. Shroff, Mr. Jaidev R. Shroff and Mrs. Sandra R. Shroff herself, 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.

Mrs. Sandra R Shroff is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board, on the recommendation of the Nomination and Remuneration Committee, commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Item No. 3: To Re-appoint Mr. Prasad Vasudeo Paranjape (DIN: 00242305) as an Independent Director of the Company for a second term of five consecutive years

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 15th June 2020, had appointed Mr. Prasad Vasudeo Paranjape as a Non-Executive Independent Director of the Company for the first term of five consecutive years with effect from 15th June 2020 up to 14th June 2025. His appointment was also approved by the members at the 35th Annual General Meeting of the Company held on 28th September 2020.

Since his first term as an Independent Director shall expire on 14th June 2025, based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience & knowledge he possesses and the report of performance evaluation, the Board of Directors at its meeting held on 14th May 2025 recommended for approval of the members, the re-appointment of Mr. Prasad Vasudeo Paranjape for a second term of five consecutive years with effect from 15th June 2025 up to 14th June 2030 in terms of Section 149 read with Schedule IV to the Act and the Listing Regulations or any amendment thereto or modification thereof.

Mr. Prasad Vasudeo Paranjape has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and towards inclusion of his name in the data bank of Independent Directors.

Mr. Prasad Vasudeo Paranjape is in compliance with the requirements as prescribed in Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling his name in the online databank of independent directors.

In terms of proviso to sub-section (5) of Section 152 read with Schedule IV to the Act, the Board of Directors is of the opinion that Mr. Prasad Vasudeo Paranjape fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of the Listing Regulations for his re-appointment as an Independent Director and is independent of the Management.

During his tenure as an Independent Director, the Board has assessed the performance of the Independent Directors, inter alia, on the basis of attendance, participation, openness to ideas, perspectives and opinions, independent views and judgement. Basis the same, Mr. Prasad Vasudeo Paranjape has consistently received favourable recommendation for him to continue as an Independent Director on the Board of the Company, in terms of the provisions of the Act and the Listing Regulations.

The Board is of the opinion that Mr. Prasad Vasudeo Paranjape is a person of integrity and possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his continued association as an Independent Director of the Company.

Brief profile of Mr. Prasad Vasudeo Paranjape and his expertise in specific functional areas are as under:

Mr. Prasad Vasudeo Paranjape is B. Com (Hons.) from University of Mumbai. He is also a Fellow Member of The Institute of Chartered Accountants of India.

Mr. Prasad Vasudeo Paranjape aged 58 years has over three decades of experience as a Practicing Chartered Accountant and specializes in Statutory Audit, IFRS Conversions, Structured Debts, Private Equity, etc.

He is a partner of M/s. JNR & Associates., Chartered Accountants, Mumbai since January, 2016 and Paranjape & Bheda, Chartered Accountants since March, 2023. Earlier to this, he was partner with Mis. B. K Khare & Co. from December, 2011. In his previous tenures, he has worked across industry sectors on various types of statutory audits and advisory engagements included process reviews for purchases, sales and marketing and due diligence assignments for waste management, infra companies and other manufacturing companies. He has also advised clients on business restructuring, valuation assignments and cross border joint ventures. He is also working as investment banker for raising structured finance, debt syndication and private equity for established and start- up companies.

He also serves as Director on the Board of other public limited companies / listed companies.

The Company has also received a notice under Section 160 of the Act from a member intending to nominate Mr. Prasad Vasudeo Paranjape to the office of Director.

The disclosures as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Council of the Institute of Company Secretaries of India are stated in ANNEXURE-1.

In accordance with Sections 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company.

Mr. Prasad Vasudeo Paranjape is deemed to be interested in this resolution.

Save and except the above, none of the other directors and key managerial personnel of the Company and their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

Mr. Prasad Vasudeo Paranjape is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The copy of draft letter of appointment setting out the terms and conditions of re-appointment of Independent Director of the Company is available on the Company's website at www.nivionline.com for inspection through electronic mode.

The Board, on the recommendation of the Nomination and Remuneration Committee, commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4: To Re-appoint Ms. Meena Deepak Ved (DIN: 07706272) as an Independent Director of the Company for a second term of five consecutive years

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 15th June 2020, had appointed Ms. Meena Deepak Ved as a Non-Executive Independent Director of the Company for the first term of five consecutive years with effect from 15th June 2020 up to 14th June 2025. Her appointment was also approved by the members at the 35th Annual General Meeting of the Company held on 28th September 2020.

Since her first term as an Independent Director shall expire on 14th June 2025, based on the recommendation of the Nomination and Remuneration Committee and considering her skills, experience & knowledge she possesses and the report of performance evaluation, the Board of Directors at its meeting held on 14th May 2025 recommended for approval of the members, the re-appointment of Ms. Meena Deepak Ved for a second term of five consecutive years with effect from 15th June 2025 upto 14th June 2030 in terms of Section 149 read with Schedule IV to the Act and the Listing Regulations or any amendment thereto or modification thereof.

Ms. Meena Deepak Ved has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and towards inclusion of his name in the data bank of Independent Directors.

Ms. Meena Deepak Ved is in compliance with the requirements as prescribed in Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling her name in the online databank of independent directors.

In terms of proviso to sub-section (5) of Section 152 read with Schedule IV to the Act, the Board of Directors is of the opinion that Ms. Meena Deepak Ved fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of the Listing Regulations for her re-appointment as an Independent Director and is independent of the Management.

The Board is of the opinion that Ms. Meena Deepak Ved is a person of integrity and possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have her continued association as an Independent Director of the Company.

Brief profile of Ms. Meena Deepak Ved and her expertise in specific functional areas are as under:

Ms. Meena Deepak Ved is Science Graduate in chemistry and physics from University of Mumbai.

Ms. Meena Deepak Ved aged 70 years has over 44 years of experience working in the chemicals industry, possessing an expertise in the areas of marketing, consulting and materials management.

She also serves as Director on the Board of other public limited companies / private limited company/ listed company.

The skills, proficiency, expertise and competency possessed by Ms. Meena Deepak Ved are in alignment with the skills and expertise identified by the NRC and the Board, for the directors of the Company.

The Company has also received a notice under Section 160 of the Act from a member intending to nominate Ms. Meena Deepak Ved to the office of Director.

The disclosures as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Council of the Institute of Company Secretaries of India are stated in ANNEXURE-1.

In accordance with Sections 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company.

Ms. Meena Deepak Ved is deemed to be interested in this resolution.

Save and except the above, none of the other directors and key managerial personnel of the Company and their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

Ms. Meena Deepak Ved is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The copy of draft letter of appointment setting out the terms and conditions of re-appointment of Independent Director of the Company is available on the Company's website at www.nivionline.com for inspection through electronic mode.

The Board, on the recommendation of the Nomination and Remuneration Committee, commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ANNEXURE-1 – INFORMATION ABOUT THE DIRECTORS

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings]

Item No. / Resolution No.	1	2	3	4
Name of the Director	Bipin Nandlal Jani	Sandra Rajnikant Shroff	Prasad Vasudeo Paranjape	Meena Deepak Ved
Director Identification Number	00297043	00189012	00242305	07706272
Date of joining the Board	30 th March 2025	02 nd March 1992	15 th June 2020	15 th June 2020
Age (In years)	68	84	58	70
Nationality	India	United Kingdom	India	India
Qualification	Inter Commerce	Cambridge - O Level	Chartered Accountant	Science Graduate in chemistry and physics
Brief Resume of the Director	As stated in Explanatory Statement	As stated in Explanatory Statement	As stated in Explanatory Statement	As stated in Explanatory Statement
Nature of expertise in specific functional areas	General Management, Accounting	General Management, Corporate Social Responsibility, Liaisoning with various authorities	Statutory Audit, IFRS Conversions, Structured Debt and Private Equity	Corporate Laws and Regulatory Affairs
Number of meetings of the Board attended in FY2024-25	Not Applicable	6 out of 6 meetings in FY2024-25	5 out of 6 meetings in FY2024-25	5 out of 6 meetings in FY2024-25
Remuneration last drawn from the Company / Remuneration sought to be paid.	Not Applicable	NIL	Rs. 25,000 as sitting fees	Rs. 25,000 as sitting fees
Number of shares held in the Company including shareholding as a beneficial owner	23,500 equity shares in personal name.	Holds 50,000 equity shares in personal name. As SBO, holds 50.79 % on the basis of exercise of joint control by Jaidev Rajnikant Shroff and Vikram Rajnikant Shroff	Nil	Nil
Member / Chairperson of the Committees of the Company	Nil	Nil	Chairperson Audit Committee Member Nomination and Remuneration Committee	Chairperson Nomination and Remuneration Committee Member Audit Committee
Directorships and Committee memberships/chairmanship in other companies.	Directorship 1. Mrugal Properties Limited 2. Agraja Properties Limited 3. Test Agrichemical Limited 4. Uniphos International Limited Chairmanship of Committees Mr. Bipin Jani does not hold any Committee chairmanship in other public limited companies Membership of Committees 1. Agraja Properties Limited • Nomination and Remuneration Committee	Directorship 1. Uniphos Enterprises Limited 2. Ventura Guaranty Limited 3. UPL Global Business Services Limited 4. Enviro Technology Limited 5. BEIL Infrastructure Limited Chairmanship of Committees Mrs. Sandra R. Shroff does not hold any Committee chairmanship in other public limited companies Membership of Committees 1. Uniphos Enterprises Limited	Directorship 1. Uniphos Enterprises Limited 2. Agraja Properties Limited 3. Khargone Transmission Limited 4. NER II Transmission Limited 5. East-North Interconnection Company Limited 6. Gurgaon -Palwal Transmission Limited 7. Natural Plant Protection Limited 8. Kallam Transmission Limited Chairmanship of Committees 1. Natural Plant Protection Limited • Audit Committee 2. Agraja Properties Limited • Audit Committee 3. Uniphos Enterprises	Directorship 1. Uniphos Enterprises Limited 2. Agraja Properties Limited 3. Arysta Lifescience India Limited 4. Natural Plant Protection Limited Chairmanship of Committees 1. Agraja Properties Limited • Nomination and Remuneration Committee 2. Natural Plant Protection Limited • Nomination and Remuneration Committee

		<ul style="list-style-type: none"> • Risk Management Committee • Stakeholders Relationship Committee 	Limited • Nomination and Remuneration Committee 4. Khargone Transmission Limited • Nomination and Remuneration Committee 5. NER II Transmission Limited • Nomination and Remuneration Committee 6. East-North Interconnection Company Limited • Nomination and Remuneration Committee 7. Gurgaon -Palwal Transmission Limited • Nomination and Remuneration Committee 8. Kallam Transmission Limited • Nomination and Remuneration Committee <u>Membership of Committees</u> 1. Uniphos Enterprises Limited • Audit Committee • Risk Management Committee 3. Khargone Transmission Limited • Audit Committee 4. NER II Transmission Limited • Audit Committee 5. East-North Interconnection-Company Limited • Audit Committee 7. Gurgaon -Palwal Transmission Limited • Audit Committee 8. Kallam Transmission Limited • Audit Committee 9. Agraja Properties Limited • Nomination and Remuneration Committee 10. Natural Plant Protection Limited • Nomination and Remuneration Committee	<u>Membership of Committees</u> 2. Uniphos Enterprises Limited • Audit Committee • Stakeholders Relationship Committee 2. Arysta Lifescience India Limited • Audit Committee • Nomination and Remuneration • Corporate Social Responsibility Committee 3. Agraja Properties Limited • Audit Committee 4. Natural Plant Protection Limited • Audit Committee
Names of the listed entities from which the Director has resigned in the past three years	Mr. Bipin Nandlal Jani has not resigned from any listed entity in past three years.	Mrs. Sandra R. Shroff has not resigned from any listed entity in past three years.	Mr. Prasad Vasudeo Paranjape has not resigned from any listed entity in past three years.	Ms. Meena Deepak Veda has not resigned from any listed entity in past three years.
Relationship with other Directors/KMP	Not related to any Director or Key Managerial Personnel of the Company	Spouse – Mr. Rajnikant D. Shroff Son – Mr. Jaidev R. Shroff	Not related to any Director or Senior Management Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company

** Directorships in private limited companies, foreign companies and section 8 companies, and Companies limited by guarantee and their committee memberships are excluded.*

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") sets out all material facts with respect to Special Business under Item Nos. 1 to 4 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this EGM forms part of the Explanatory Statement.
2. 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.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
4. 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.
5. 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 – MUFG Intime India Private Limited., Unit: Nivi Trading Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 089. The intimation of change of address should be passed on to their respective Depository Participants.
6. All documents referred to in the 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 EGM, i.e., 13th June, 2025. Members seeking to inspect such documents can send an e-mail to nivi.investors@upl-ltd.com

7. Voting Options

○ **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 Extraordinary 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

Extraordinary General Meeting (“remote e-voting”) will be provided by MUFG Intime India Pvt. Ltd.

The Company has approached MUFG 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 Extraordinary 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 website of the company <https://www.nivionline.com/>

The remote e-voting period commences on Tuesday, 10th June 2025 at 9:00 A.M. IST and ends on Thursday, 12th June 2025 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 6th June 2025, 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. 6th June 2025.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 13th June 2025.

s

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

Remote e-Voting : Instructions for shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](https://web.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. 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).
- E. 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN000000012345678*

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name' - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) 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).
- f) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company's Name / Event number”**.
- d) E-voting page will appear.

- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in 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 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “**SUBMIT**”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a

minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

○ **Voting at the EGM venue:**

The Chairman shall, at the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Extraordinary 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. 6th June 2025 only shall be entitled to avail the facility of remote e-voting as well as voting at

the Extraordinary 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 EGM, 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 Extraordinary 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:

- Communicated to BSE Limited within 48 hours from the conclusion of the EGM.
- Published on the website of the Company <https://www.nivionline.com/>
- Published on the website of MUFG Intime India Private Limited <https://instavote.linkintime.co.in/Result/Resultpage>

Date: 14th May, 2025
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

ATTENDANCE SLIP

Nivi Trading Limited

CIN: L99999MH1985PLC036391

Registered Office: C/o. United Phosphorus Ltd., Readymoney Terrace, 167, Dr. A.B. Road, Worli, Mumbai - 400 018.

Email: nivi.investors@upl-ltd.com Website: www.nivionline.com

EXTRAORDINARY GENERAL MEETING

Registered Folio No./ DP ID and Client ID	
Name and address of the Member(s) Joint Holder 1 Joint Holder 2	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company at the Registered Office of the Company on Friday, 13th June 2025 at 02.00 P.M. IST.

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

.....
Member's/Proxy's Signature

Attention:

- Please bring this Attendance Slip to the EGM and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
- Collect your Ballot Paper (If not voted through e-voting option)

PROXY FORM – MGT 11

Nivi Trading Limited

CIN: L99999MH1985PLC036391

Registered Office: C/o. United Phosphorus Ltd., Readymoney Terrace, 167, Dr. A.B. Road, Worli, Mumbai - 400 018.

Email: nivi.investors@upl-ltd.com Website: www.nivionline.com

EXTRAORDINARY GENERAL MEETING

Name of the Member(s):

Registered Address:

Email ID:

Folio No./DP ID and Client ID:

I/We being member(s) of Nivi Trading Limited, holding.....shares of the Company, hereby appoint:

- 1) Name.....
Address.....
Email Id:

Signature or failing him

- 2) Name.....
Address.....
Email Id:

Signature or failing him

- 3) Name.....
Address.....
Email Id:

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company scheduled to be held on Friday, 13th June 2025 at 02.00 P.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To appoint Mr. Bipin Nandlal Jani (DIN: 00297043) as a Managing Director of the Company
2.	To re-appoint Mrs. Sandra R. Shroff (DIN: 00189012), Director, designated as Managing Director who retires by rotation and, being eligible, offers herself for re-appointment
3.	To Re-appoint Mr. Prasad Vasudeo Paranjape (DIN: 00242305) as an Independent Director of the Company for a second term of five consecutive years
4.	To Re-appoint Ms. Meena Deepak Ved (DIN: 07706272) as an Independent Director of the Company for a second term of five consecutive years

Signed this day of 2025

Signature of the Member

Signature of Proxy holder(s)

Affix Revenue
Stamp

Notes:

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Extraordinary General Meeting.
2. For the Resolutions and Notes, please refer to the Notice of the Extraordinary General Meeting.

.....
.....

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
250197		

NOTE : Please read the instructions printed under the Notes section of the Notice of Extraordinary General Meeting dated 13th June 2025 The remote e-voting period starts from Tuesday, 10th June 2025 at 9:00 A.M. IST and ends on Thursday, 12th June 2025 at 5:00 P.M. IST. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.

ROUTE MAP

