



NOTICE

Notice is hereby given that the **16th (Sixteenth) Annual General Meeting** of the members of the **NORTH EAST MEGA FOOD PARK LIMITED** will be held on **Friday, the 5th day of December, 2025**, from **12.00 p.m.** onwards through video conferencing (VC/OAVM) and hybrid mode, at the Registered Office of the Company at **3rd Floor, Parnil Complex, R.G. Baruah Road, Guwahati – 781024, Assam** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2025, and the Report of Auditors and Directors, thereon.
2. To re-appoint Mr. Dipak Kumar Singh (DIN: 02550056) who retires by rotation and being eligible seeks himself for re-appointment.
3. To re-appoint Mr. Dhiraj Pegu (DIN: 09044573) who retires by rotation and being eligible seeks himself for re-appointment.
4. To consider appointment of M/s. A M Agarwal & Associates, Chartered Accountants (FRN: 329307E) as the statutory auditor of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 including any statutory enactment or modifications thereof, the M/s A M Agarwal & Associates, Chartered Accountants (FRN: 329307E) be and is hereby appointed as the Statutory Auditor of NEMFPL for a period of 5 years and shall hold office of the Auditor from the conclusion of the ensuing 16th Annual General Meeting till the conclusion of 21st Annual General Meeting of NEMFPL to be held in the calendar year 2030 on such remunerations as may be decided from time to time between the Board, the Audit Committee and the Auditor during the tenure of their appointment”.

“RESOLVED FURTHER THAT, the remuneration proposed by the auditor for conducting audit of financial statements of NEMFPL for the FY 2025-26 and preparation of various reports as required under IND-AS format and filing of income tax returns including tax audit, if applicable is 84,500/- inclusive of all taxes”.

SPECIAL BUSINESS

CIN:U15490AS2009PLC008973

Regd. office: Parnil complex, 3rd floor, Zoo Tiniali, R.G. Baruah Road,
Guwahati, Assam-781024
Contact no: 9435111675
Emailid: info@nefoodpark.com; Web: www.nefoodpark.com



Factory Address: North East Mega Food Park Ltd Campus, Village no.2
Nathkuchi, Tihu, Nalbari, Assam-781355

5. To approve waiver of lease rent payable by Assam Agrotech Private Limited to North East Mega Food Park Limited

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

“RESOLVED THAT, pursuant to section 188(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and clause 6.6(e) of the Shareholders Agreement dated 19-02-2009 executed between the SPV members, consent of the members be and is hereby accorded regarding the proposal received from Assam Agrotech Private Limited (AAPL) for waiving of lease rent of ₹52.66 lakhs payable to North East Mega Food Park Limited (NEMFPL) due to financial constraints out of the total dues of ₹65.06 Lakhs as per the audited books of account of NEMFPL, by writing off the amount against profit & loss account of the Company”.

6. To approve remuneration of Mr. Rajib Biswas (CFO) and Mr. Nabarun Paul, Company Secretary, in terms of Sec 197 and Schedule V of the Companies Act, 2013

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

“RESOLVED THAT in accordance with the provisions of Sec 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), remuneration paid to KMP's by the company on the recommendation of the Nomination & Remuneration Committee, consent of the Members be and its hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V of the Companies Act, 2013 to Mr. Rajib Biswas, Chief Financial Officer and Mr. Nabarun Paul, Company Secretary, on the terms and conditions as may be determined by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.”

For and on behalf of the Board

North East Mega Food Park Ltd



**Nabarun Paul
(Company Secretary)**



Date: 13-11-2025

Place: Guwahati

NOTES:

- a) The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020. General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars) read with the latest one being General Circular No. 03/2025 dated 22nd September, 2025, has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).
- b) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself, so that every proxy so appointed need not be a member of the company. Proxies in order to be effective must be properly filled, stamped, signed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A copy of blank proxy, attendance slip and route map of the venue of the meeting is annexed to this notice.
- c) A person can act as a proxy on behalf of members 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 Member.
- d) Members seeking clarification/s if any, on the financial of the company for the period under review are requested to address their queries at the registered office of the Company at least 7 days prior to the date of the Annual General Meeting to enable the Management to keep the required information readily available at the meeting.
- e) All documents referred to in the Notice is open for inspection to the members at the registered office of the company on all working days up to the date of the meeting from 11.00 A.M. to 1.00 P.M.
- f) The Notice of the 16th Annual General Meeting is available on the website of NEMFPL at <https://nefoodpark.com>.

For and on behalf of the Board

North East Mega Food Park Ltd



Nabarun Paul
(Company Secretary)

Date: 13-11-2025

Place: Guwahati



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102(1) OF THE COMPANIES ACT, 2013**

SPECIAL BUSINESS

ITEM NO. 5

North East Mega Food Park Limited (NEMFPL) had received a request letter dated 08-01-2025 from representative of Assam Agrotech Private Limited (AAPL) for waiver of lease rents payable by them to NEMFPL. And as per the details provided in the request letter a sum of to waive off **₹52.66 lakh** citing financial constraints, unforeseen operational disruptions and inability to utilize the land parcel taken on lease. But the total outstanding amount from AAPL as per the audited balance sheet of FY 2024-25 is **₹65.06 Lakhs**.

For better understanding it is hereby informed that there were two lease rent agreements that were executed between NEMFPL and AAPL:

1. Agreement for lease rent of constructed area in Standard Design Factory, vide agreement no. B371857 dated 19-01-2015 valid for 10 years and with monthly lease rents payable to NEMFPL for an amount of Rs. 1,18,000/- (including GST).
2. Agreement for lease of land vide agreement no. 232686 dated 30-01-2015 valid for 20 years with monthly lease rents payable to NEMFPL being Rs. 23,000/- (including GST). The land was taken on lease from NEMFPL for a period of 20 years and had proposed to setup a food processing unit in the said plot of land.

The agreement no. B371857 dated 19-01-2015 as mentioned in **point no. 1** above, was valid till 19-01-2025 and on 10-01-2025 NEMFPL had received a letter from AAPL stating their wish for not extending the said lease agreement any further and requested for terminating the lease agreement. The matter may be tabled before the board members for their necessary discussions and noting.

And for agreement no. 232686 dated 30-01-2015 mentioned in **point no. 2** above, NEMFPL did not receive any letter or communication from AAPL, so the matter was discussed in the 84th Board Meeting and it was deemed that the said agreement shall continue till its expiration and the monthly generation of rent sale invoices payable by AAPL to NEMFPL against the said agreement shall also continue.

The Board in its 84th meeting held on 27-03-2025 discussed that since AAPL is a related party to NEMFPL have common directors and shareholders therefore compliance to section 188 of the Companies Act, 2013 and other applicable provisions becomes mandatory. And before placing the agenda before the Board, the agenda was also discussed in the 9th Audit Committee Meeting held on 11-02-2025 where the audit committee did not approve the related party transaction but made certain recommendations to the board. The Board thereafter in its 84th meeting considered the recommendations of the Audit Committee and after necessary discussions among the Board members the agenda was put to vote for approval on which Mr. Prafulla Kumar Saikia, Independent Director and Mr. Akarsh Kashyap, Independent Director and B.C. Deori, Director, all voted against the said resolution and the resolution was not passed by the Board of NEMFPL by 3 negative votes out of total 5 votes. But the Board members were of the opinion that the agenda may be discussed in the 16th Annual General Meeting by the shareholders of NEMFPL for its discussion and approval, if necessary.



Further, it is informed that clause 6.6(e) of the Shareholders Agreement dated 19-02-2009 executed between the SPV members of NEMFPL specifies that, “*sale, transfer, lease, assign or disposal of any material property and/or assets of the Company for any interest therein or contract so to do otherwise than in ordinary course of business*” requires Special Resolution to be passed by the members for its approval. And since the agenda is connected to lease rent receivable from a related party and disposing off the debtors from the balance sheet. Therefore, it is recommended that a Special Resolution be passed in the 16th AGM for approving this item.

Therefore, the Board recommends the resolution set-forth in Item No. 5 for approval of the members to be passed by Special Resolution.

ITEM No. 6

As per Section 196, 197, 198, Schedule V of the Companies Act, 2013 approval of the members is required in a company having no profit or inadequate profit for payment of remuneration to KMP's consisting of Mr. Rajib Biswas, Chief Financial Officer and Mr. Nabarun Paul, Company Secretary of the Company, within the maximum permissible remuneration as specified in Section II or Part II of Schedule V to Companies Act, 2013.

Board recommends the resolution set-forth in Item No.4 for approval of the members to be passed by Ordinary Resolution.

For and on behalf of the Board

North East Mega Food Park Ltd



**Nabarun Paul
(Company Secretary)**

Date: 13-11-2025

Place: Guwahati



Route Map of the venue of the 16th Annual General Meeting at North East Mega Food Park Limited at 3rd Floor Parnil Complex, R.G. Baruah Road, Guwahati: 781024, Assam

