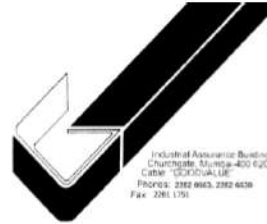




IRRIGATION LIMITED



NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]

To,
The Members of **Good Value Irrigation Limited**,

NOTICE is hereby given pursuant to Section 108 & 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and 03/2022 dated 5th May, 2022, 11/2022 dated December 28, 2022 in relation to extension of the framework provided in the aforementioned circulars upto 30th September, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 and 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), that the special business as set out below is proposed to be passed by the Members of Good Value Irrigation Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

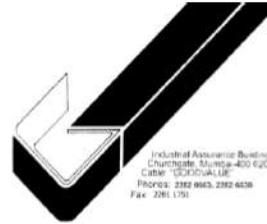
In compliance with Sections 108 and 110 of the Companies Act read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only (“E-voting”). The Company has provided e-voting facility to its members and has engaged National Securities Depository Limited (“NSDL”), an agency authorized by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Vikas Kumar Verma (FCS No. 9192 & C.P. No: 10786), Managing Partner of M/s. Vikas Verma & Associates, Firm of Practicing Company Secretaries, having office at New Delhi, who will act as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The remote e-voting period commences from 9.00 A.M (IST) on Tuesday, 07th March, 2023 and ends at 5.00 P.M. (IST) on Wednesday, 05th April, 2023. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes



IRRIGATION LIMITED



cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 P.M. (IST) on **Friday, 07th April, 2023.**

SPECIAL BUSINESS:

ITEM NO. 01: CHANGE IN NAME OF THE COMPANY AND CONSEQUENT AMENDMENTS IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

To Consider and if thought fit, to pass, with or without modification(S), If any, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 & 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Registration Centre, Registrar of Companies, Central Government and / or any other statutory authority (“the authority”) as may be necessary, consent of shareholders of the Company be and is hereby accorded for change of name of the Company from **“Good Value Irrigation Limited”** to **“Vuenow Infratech Limited”** or such other name as may be approved by Ministry of Corporate Affairs.

RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being **Clause I** in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. **The name of the Company is “Vuenow Infratech Limited”**

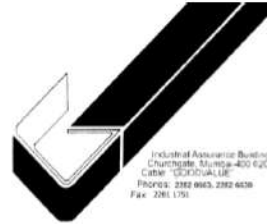
RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name **“Good Value Irrigation Limited”** wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as **“Vuenow Infratech Limited”** or such other name as may be approved by Ministry of Corporate Affairs/authority.

RESOLVED FURTHER THAT any of the directors of the company and/or the Company Secretary of the Company be and are hereby severally and/ or jointly authorized to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorize and delegate all or any of the powers conferred herein in any manner as they may deem fit”.

ITEM NO. 02: TO INCREASE THE BORROWING LIMIT OF THE COMPANY UPTO INR 100 CRORES (RUPEES HUNDRED CRORES ONLY) OVER AND ABOVE THE LIMITS SPECIFIED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013



IRRIGATION LIMITED



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

“RESOLVED THAT in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money up to INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

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

ITEM NO. 03: TO CREATE MORTGAGE / CHARGE UNDER SECTION 180(1)(A) UPTO INR 100 CRORE (RUPEES HUNDRED CRORES ONLY):

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to create, mortgage/charge on the assets of the Company or for securing loan in favour of the lender(s), debenture holders against loan/debt to be obtained by the Company from time to time as they may think fit, any sum or sums of money up to INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) on such terms and conditions as the Board may deem fit.

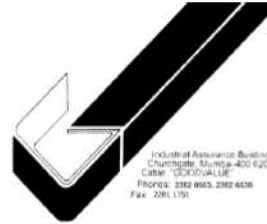
“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 04: TO APPROVE ALTERATION OF THE MAIN OBJECTS OF THE COMPANY:

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



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“RESOLVED THAT pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder consent of the members of the Company be and are hereby accorded, subject to the approval of the Registrar of Companies, to replace Objects Clause III (A) of the Memorandum of Association of the Company with the new Object Clause as follows: -

1. To carry on the business of providing, importing, exporting, selling, purchasing, trading, production, distribution, customization, development or otherwise deal in all types of applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, the marketplace, services, applications, web design, and other related Services/Products.
2. To carry on in India and/or elsewhere the business of manufacturing, designing, marketing, servicing, processing, consulting, reprocess, repair, alter, assemble, purchase, sale, resale, export, import, transfer, exchange or otherwise deal in all types of Electrical and Electronic devices, computers/parts & accessories / other related products.
3. To carry on the business of establishing and/or promoting support/consulting services whether information technology-enabled or otherwise including but not limited to maintenance of supporting centers/training centers, Solutions, R&D, IT Consulting, conducting training programs, placement services, content and data services, publishing, web services, technology process outsourcing, Transcription, Back office operations, maintenance of information systems and act as consultants for the aforementioned services and businesses.
4. To carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell, import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other electronics components, and wired and wireless communications device.

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

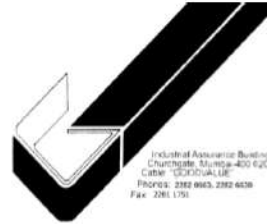
ITEM NO. 05: TO ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

*To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:***

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for amendment in the Memorandum of Association of the Company by merging the Objects of the Company mentioned



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under Clause III (C) – Other Objects with Clause III (B) – The Objects Incidental or Ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate.

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) - The main objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

“RESOLVED FURTHER THAT any director and/or Company Secretary of the company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 06: TO ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

*To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table ‘F’ of Schedule I of the Act and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.

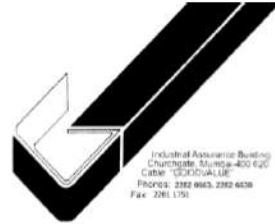
“RESOLVED FURTHER THAT any director and/or Company Secretary of the company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 07: TO MAKE INVESTMENT, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

*To consider and if thought fit, to pass, with or without modification(s), if any the following resolution as a **special resolution**:*



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“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or reenactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 08: TO APPROVE THE APPOINTMENT OF MR. RAHUL ANANDRAO BHARGAV (DIN: 08548577) AS MANAGING DIRECTOR OF THE COMPANY:

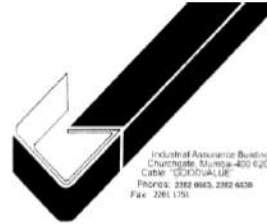
*To consider and if thought fit, to pass, with or without modifications, the following resolution as an **ordinary resolution**:*

“RESOLVED THAT in accordance with the provisions of Sections 152, 161, 196, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule V of the Act and Regulation 17 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Rahul Anandrao Bhargav (DIN: 08548577), who was appointed as an Additional Director on February 09, 2022, based on recommendation of Nomination and Remuneration Committee and holds office up to the date of ensuing general meeting in terms of section 161 for the office of Director be and is hereby appointed as an Executive Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules framed in this behalf and Regulation 17 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination



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and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to appoint Mr. Rahul Anandrao Bhargav (DIN: 08548577) as a Managing Director of the Company for a period of 5 years w.e.f. 09th February, 2023 and said appointment shall be subject to retirement of Directors by rotation and also on such remuneration along with other terms and conditions as recommended by Nomination and Remuneration Committee which has been also been approved by the Board of Directors of the Company in their meeting dated 09th February, 2023 and brief of same are as below:

Designation: Managing Director.

Term of Appointment: 5 years from 09th February, 2023 to 08th February 2028.

Remuneration: Upto 5% of the financial year's net profit, an annual Cost to Company basis which includes Basic Salary, Perquisites and other allowance/benefits as may be decided by the Board of Directors of the Company on recommendation of Nomination & Remuneration Committee, from time to time, subject to the overall limits as specified under the Companies Act, 2013 and the Schedule V of the Companies Act, 2013.

Perquisites and Allowances: All perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time. He will be also entitled for reimbursement of travel, petrol, conveyance and other entertainment expenses as may be incurred by him in relation to the business of the Company. Further, the Company at its cost will also provide car facility with driver to him. He will be further entitled to all such facilities and allowances as may be applicable to the employees of the Senior Management Cadre of the Company.

Commission: Mr. Rahul Anandrao Bhargav (DIN: 08548577) shall also be entitled to commission, in addition to salary, perquisites, allowances and others reimbursements, subject to maximum of 5% of the commission calculated with reference to the net profits of the Company for each financial year ended, as may be determined by the Board of Directors of the Company subject to overall ceilings stipulated under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee.

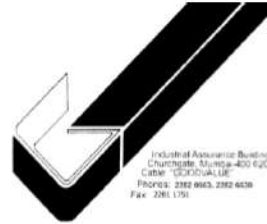
Overall Remuneration: The aggregate of salary, perquisites, allowances and commission in any financial year shall not exceed the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 for the time being, be in force.

RESOLVED FURTHER THAT the remuneration prescribed herein shall be paid as a minimum remuneration to Mr. Rahul Anandrao Bhargav (DIN: 08548577), Managing Director of the Company for any financial year during which the Company has no profits or its profits are inadequate, subject to approvals if any required for the same and also in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT at any time the Board of Directors of the Company be and are hereby authorized to alter, modify and vary the terms and conditions of said appointment including remuneration to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and fit, subject to the overall limits specified in the Companies



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Act, 2013 read with Schedule V of the Companies Act, 2013 and as may be agreed with Mr. Rahul Anandrao Bhargav (DIN: 08548577).

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

ITEM NO. 09: REGULARIZATION OF MS. VANDANA CHIB (DIN: 09414035) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

*To Consider and, if thought fit, to pass the following resolution(s) as an **Ordinary Resolution**:-*

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b), 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Vandana Chib (DIN: 09414035), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from February 09, 2023 and who has submitted a declaration 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from February 09, 2023 to February 08, 2028;

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution

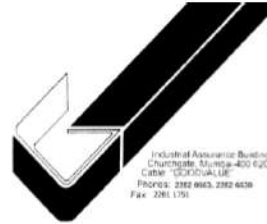
ITEM NO. 10: REGULARIZATION OF MS. VARSHA DHIMAN (DIN: 09711415) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

*To Consider and, if thought fit, to pass the following resolution(s) as on **Ordinary Resolution**:-*

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b), 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Varsha Dhiman (DIN: 09711415), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from February 09, 2023 and who has submitted a declaration 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, be and is hereby appointed as an Independent Director of



IRRIGATION LIMITED



the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from February 09, 2023 to February 08, 2028;

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution

ITEM NO. 11: REGULARIZATION OF MS. RUCHI SRIVASTAVA (DIN: 09019357) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT THAT in accordance with the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee Ms. Ruchi Srivastava (DIN: 09019357), who was appointed as an Additional Director of the Company, with effect from 09th February 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.”

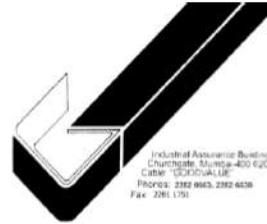
**By Order of the Board
For Good Value Irrigation Limited**

**Sd/-
Rahul Anandrao Bhargav
Managing Director
DIN: 08548577**

Date: 20.02.2023



IRRIGATION LIMITED



NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
- 2) In view of the ongoing threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
- 3) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, **M/s Purva Sharegistry India Private Limited** to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 4) The Company has appointed Mr. Vikas Kumar Verma (ACS No. 9192 & C.P. No: 10786), Managing Partner of M/s. Vikas Verma & Associates, Firm of Practicing Company Secretaries as the scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before **Friday, 07th April, 2023** and will be displayed on the website of the Company at <http://www.gvilco.com/> and intimated to Stock Exchanges and shall also be intimated to CDSL and M/s Purva Sharegistry India Private Limited (RTA).
- 5) The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **03rd March, 2023 (Friday)**. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on **the cut-off date (i.e., 03rd March, 2023)** only shall be entitled to avail the facility of E-voting.
- 6) **The E-voting period begins at 09:00 A.M. IST on Tuesday, 07th March, 2023 and ends at 5.00 P.M. (IST) on Wednesday, 05th April, 2023.** During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date, i.e., 03rd March, 2023 (Friday)** may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL for voting thereafter.
- 7) The last date for the E-voting i.e., **05th April, 2023 (Wednesday)** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will



IRRIGATION LIMITED



be available for inspection on the website of the Company at <http://www.gvilco.com/> until the last date for the E-voting.

- 8) In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.
- 9) As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Mumbai.

10) THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The remote e-voting period begins on **Tuesday, March 07th, 2023 at 09:00 A.M. (IST) and ends Wednesday, April 05, 2023 at 05:00 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 (record date) of **03rd March, 2023 (Friday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

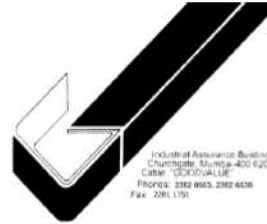
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode



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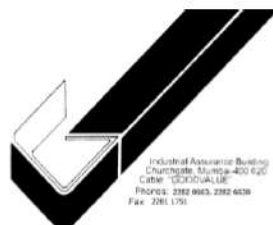
are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will</p>



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	<p>open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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



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	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

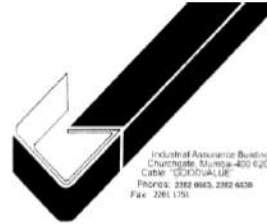
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts



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for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant Good Value Irrigation Limited on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.



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1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

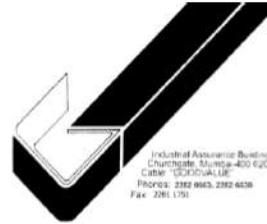
**By Order of the Board
For Good Value Irrigation Limited**

Sd/-
Rahul Anandrao Bhargav
Managing Director
DIN: 08548577

Date: 20.02.2023



IRRIGATION LIMITED



Item No. 2 and 3:

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to fix its borrowing limits upto Rs. 100 Crores (Rupees One Hundred Crores) for the Company. Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed upto Rs. 100 Crores (Rupees One Hundred Crores) for the Company.

Hence, the Special Resolution at Item No. 2 & 3 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act.

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

The Board recommends that the resolution set out at these items be passed as Special Resolution.

Item No. 04:

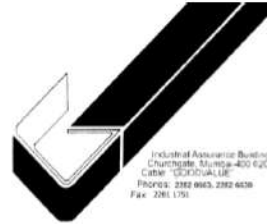
Your Board has to consider from time to time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause mention in Memorandum of Association of the company which is presently restricted its scope & Company required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities. The main object clause of the Company is desired to be changed to reflect the true nature of business.

Accordingly, it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

The Board of Directors accordingly recommends the resolution set out at these Items of the accompanying Notice for the approval of the Members.



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None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

The Board recommends that the resolution set out at these items be passed as Special Resolution.

The Board recommends that the resolution set out at these items be passed as Special Resolution.

Item No. 05 & 06

The existing Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company was framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 major parts of the Companies Act, 1956 is no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA and AOA require alteration in its several clauses. Hence, it is considered expedient to wholly replace the existing MOA and AOA with the new MOA and AOA in line with the new Companies Act, 2013.

The Memorandum of Association and Articles of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company’s website for perusal by the Shareholders. A copy of the existing and proposed MOA and AOA would be available for inspection by the members at the registered office of the company on all working days (Monday to Saturday) up to 05th April, 2023 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The existing Memorandum of Association (MoA) and Articles of Association (AoA) are based on the Companies Act, 1956 and the alteration of MoA and AoA is necessary to bring the existing MoA and AoA in conformity with the new Companies Act 2013. According to the Act, the companies now have only main business object and matters which are necessary for the further of main business, therefore it is important to alter and adopt the new set of Memorandum of Association and Articles of Association as per Companies Act, 2013. The new set of based on table A and F of the Act.

The alteration of MOA & AOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 and Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought through Postal Ballot.

Pursuant to Section 13 and 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of MoA and AoA of the Company.

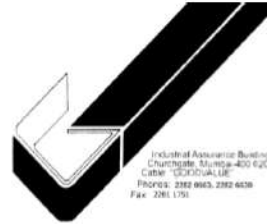
The proposed new draft MoA and AoA is being attached to the notice calling this meeting for perusal by the Members.

The Board of Directors in its meeting held on February 20th, 2023 has accorded its approval for alteration of MOA & AOA. Your Directors recommend the same for approval of the Shareholders by passing Special Resolution(s) at Items no. 05 & 06 through postal ballot.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.



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The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Rahul Anandrao Bhargav vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 8 of this Notice relating to his appointment as an Executive and Managing Director of the Company for a period of Five Years w.e.f. 09th February, 2023 as an Ordinary Resolution for your approval.

A brief summary on profile of Mr. Rahul Anandrao Bhargav is attached to this Notice as given below.

Except, Mr. Rahul Anandrao Bhargav, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 8.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

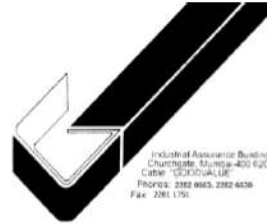
1	Nature of Industry	<i>Industrial Products</i>			
2	Date or expected date of commencement of commercial	<i>The Company started its commercial operations in the year 1993.</i>			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects	<i>Not Applicable</i>			
4	Financial performance based on given indicators	Particulars	2021-22	2020-21	2019-20
		Turnover	NIL	NIL	NIL
		Net profit / (loss) after Tax	(247621)/-	(648615)/-	(660731)/-
5	Foreign investments or collaborations, if any	NA			

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details	<i>He is aged 46 years and he has completed his MBA degree and has experience of more than a decade which includes vast experience in the field of Business Development and media Consultancy.</i>
2	Past remuneration	NA
3	Recognition or awards	<i>Not Applicable</i>
4	Job profile and his suitability	<i>Mr. Rahul Anandrao Bhargav will lead the Company as the Managing Director and by virtue of his rich experience of 15 years in the</i>



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		<i>field of Business Development and media Consultancy.</i>
5	Remuneration proposed	<i>As set out in the resolution for the Item No. 8 the remuneration to Mr. Rahul Anandrao Bhargav, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors. He will be paid remuneration as per Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with limits prescribed under Schedule V of Act.</i>
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<i>Taking into consideration of the size of the Company, the profile of Mr. Rahul Anandrao Bhargav and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.</i>
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<i>Besides the remuneration proposed, he does not have any holding in the Company.</i>

Item No. 09

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on February 09, 2023, appointed Ms. Vandana Chib (DIN: 09414035), as an Additional Director designated as Non-Executive Independent Director of the Company, with effect from February 09, 2023 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ('the Act'), for a term of 5 (five) consecutive years from February 09, 2023 to February 08, 2028, subject to the approval of the members of the Company.

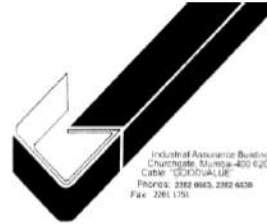
Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Ms. Vandana Chib, who meet the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), be appointed as Independent Directors of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of her appointment i.e. commencing from February 09, 2023 to February 08, 2028.

Ms. Vandana Chib (DIN: 09414035) is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

The Company has received consent and declaration in writing from Ms. Vandana Chib that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. Further, a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and the Rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations has also been received in this regard.



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In terms of Regulation 25 (8) of the Listing Regulations, Ms. Vandana Chib have confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge her duties.

In the opinion of the Board, Ms. Vandana Chib fulfill the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Ms. Vandana Chib for the first term of five consecutive years as Independent Directors will be beneficial and in the interest of the Company.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions, would be made available for electronic inspection to the members on sending request along with their DP / Client ID or Folio No. from their registered e-mail address to the Company at goodvalueirrigationltd@gmail.com.

A brief resume of Ms. Vandana Chib, nature of her expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in **Annexure -I** to this Notice.

Ms. Vandana Chib is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Ms. Vandana Chib would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Vandana Chib as an Independent Director.

Except Ms. Vandana Chib, being an appointee none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolution set out at the accompanying Notice.

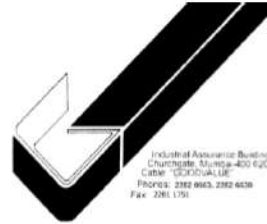
Accordingly, the Board after satisfying itself with the independence of Ms. Vandana Chib in accordance with Section 149 (6) of the Act and the Listing Regulations, recommends the Ordinary resolution mentioned at Item No. 9 of the Notice in relation to the appointment of Ms. Vandana Chib as Independent Director, for approval by the members.

Item No. 10

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on February 09, 2023, appointed Ms. Varsha Dhiman (DIN:09711415), as an Additional Director designated as Non-Executive, Independent Director of the Company, with effect from February 09, 2023 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ('the Act'), for a term of 5 (five) consecutive years from February 09, 2023 to February 08, 2028, subject to the approval of the members of the Company.



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Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Ms. Varsha Dhiman (DIN:09711415), who meet the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), be appointed as Independent Directors of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of February 09, 2023 to February 08, 2028.

Ms. Varsha Dhiman (DIN:09711415) is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

The Company has received consent and declaration in writing from Ms. Varsha Dhiman that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. Further, a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and the Rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations has also been received in this regard.

In terms of Regulation 25 (8) of the Listing Regulations, Ms. Varsha Dhiman have confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge her duties.

In the opinion of the Board, Ms. Varsha Dhiman fulfill the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Ms. Varsha Dhiman for the first term of five consecutive years as Independent Directors will be beneficial and in the interest of the Company.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions, would be made available for electronic inspection to the members on sending request along with their DP / Client ID or Folio No. from their registered e-mail address to the Company at goodvalueirrigationltd@gmail.com.

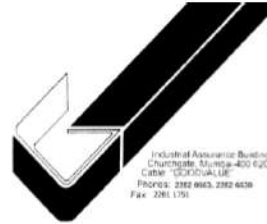
A brief resume of Ms. Varsha Dhiman, nature of her expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in **Annexure -I** to this Notice.

Ms. Varsha Dhiman is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Ms. Varsha Dhiman would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Varsha Dhiman as Independent Director.



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Except Ms. Varsha Dhiman, being an appointee none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolution set out at the accompanying Notice.

Accordingly, the Board after satisfying itself with the independence of Ms. Varsha Dhiman in accordance with Section 149 (6) of the Act and the Listing Regulations, recommends the resolution mentioned at Item No. 10 of the Notice in relation to the appointment of Ms. Varsha Dhiman as Independent Director, for approval by the members.

Item No. 11

Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 Ms. Ruchi Srivastava (DIN:09019357) was appointed as additional director (designated as Non-Executive Director) of the Company with effect from February 09, 2023 and shall hold the office up to the date of the ensuing General Meeting and is eligible for appointment as Director.

Your Board of Directors considers that her association as Director will be beneficial to and in the interest of the Company.

Your Board of Directors recommends the resolution set out at Item No. 11 of the notice, for appointment of Ms. Ms. Ruchi Srivastava (DIN:09019357) as Executive Director of the Company, with office term liable to retire by rotation.

Except being appointee, none of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

The brief resume of Ms. Ruchi Srivastava (DIN:09019357), the nature of her expertise in specific functional areas, names of Companies in which she has held directorships, committee memberships/ chairmanships, her shareholding etc., are separately annexed hereto as **Annexure-I**

The Board recommends that the resolution set out at these items be passed as Ordinary Resolution.



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ANNEXURE - I

DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR APPOINTMENT PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS

Name of the Director	Rahul Anandrao Bhargav	Vandana Chib	Varsha Dhiman	Ruchi Srivastava
DIN	08548577	09414035	09711415	09019357
Date of Birth	21/04/1977	04/08/1988	26/05/1997	20/01/1985
Age	46	34	25	38
Nationality	Indian	Indian	Indian	Indian
Qualification	MBA	MCA	B.A.	Post Graduate
Date of first appointment	09.02.2023	09.02.2023	09.02.2023	09.02.2023
No. of shares held	-	-	-	-
Brief resume & nature of expertise in specific functional areas	Rahul has rich Experience of Over Fifteen Years in the field of Business Development and media Consultancy. Currently, he is director of Avni Itintra Ventures Limited, OGB Securty Private Limited and White Mountains Media Private Limited. He is playing a vital	She has experience over 8 years and currently working in OGB Security Private Limited on the position of Director.	She has experience over 3 years and Currently working in Parman Solution Private Limited as head customer support.	She is experienced and is currently associated with Avni Itintra Ventures Limited as Director.



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	role in formulating business strategies and development and effective implementation of the Same.			
Terms and conditions of appointment / reappointment	He has been Appointed as an Executive, Additional Director. Further, he has been appointed as a Managing Director in the Board Meeting w.e.f. 09 th February, 2023, subject to approval of the shareholders.	He has been appointed as an Additional Director, designated as Non-Executive Independent Director, subject to approval of the shareholders	He has been appointed as an Additional Director, designated as Non-Executive Independent Director, subject to approval of the shareholders	He has been appointed as an Additional Director, designated as Executive Director, subject to approval of the shareholders
Remuneration last drawn and Proposed to be Paid	NA	NA	NA	NA
No. of Board meetings attended during the year	01	01	01	01
Relationship with other Directors, Manager and Key Managerial Personnel	NA	NA	NA	NA
Directorships held in other companies	03	01	NA	01
Membership/C hairmanship of	NA	NA	NA	NA



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committees of the Company				
Membership/Chairmanship of committees of other companies In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	NA	NA
Relationship with other Directors / Key Managerial Personnel	NA	NA	NA	NA



T D K & Co.

Chartered Accountants
(An ISO 9001 : 2015 Certified Co.)

Tel. : +91 22 25293841

+91 22 25281296

E-mail : info@tdk.net.in

Website : www.tdk.net.in

Annexure I

TO WHOM SOEVER IT MAY CONCERN

We, M/s T D K & Company (Practicing Chartered Accountant), have examined the books of accounts of GOOD VALUE IRRIGATION LIMITED and related records of the Company. On the basis of the information and explanations given to us and to our satisfaction, in terms of Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Change of Company's name from "GOOD VALUE IRRIGATION LIMITED" to "VUENOW INFRATECH LIMITED", and we hereby certify that:

- A) A time period of at least one year has elapsed from the last name change of the Company - The Company has not changed its name since last one year.
- B) at least fifty percent of the company's total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name — Not Applicable since there is no changes in the activity/ project of the company in the preceding one year period.
- C) the amount invested in the new activity/project (Fixed Assets+ Advances+ Work in " Progress) is at least 50% of the assets of the listed entity - Not Applicable since there is no change activity/project of the company.

This certificate is issued pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

For T D K & COMPANY
Chartered Accountants
Firm Regd. No. 109804W


Neelanj Shah

Partner

M. No. 121057

UDIN: 23121057BGWAYL7719

Place: Mumbai

Date: 22/02/2023

