

AFS AGTECH PRIVATE LIMITED

Regd. Off.: Uniphos House, C.D. Marg, 11th Road, Khar (West), Mumbai - 400052.

CIN- U01100MH2019PTC335151. Tel.: 022-2646 8000

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF AFS AGTECH PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020 AT 04.00 P. M. AT THE REGISTERED OFFICE OF THE COMPANY AT UNIPHOS HOUSE, C.D. MARG, 11TH ROAD, KHAR (WEST), MUMBAI - 400052., TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2020 along with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend, if any on equity shares.
3. To appoint a Director in place of Mr. Nitin Kolhatkar (DIN: 03246005), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof for the time being in force, M/s. Vora & Associates, Chartered Accountants having Firm Registration No.111612W, be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this 1st Annual General Meeting until the conclusion of 6th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

5. **To alter Clause III (A) of Memorandum of Association of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, the objects clause of the Memorandum of Association of the Company be and is hereby altered by substituting the sub-clause 1 of Clause III (A) with the following:

“1. To provide various types of services, advisory, consulting, training, educational courses to farmers and crop growers for spraying insecticides, pesticides, fungicides, fumigants, rodenticides, herbicides, supplements, fertilizers and micronutrients and support services for crop economics, modern techniques of cultivation, take on contract basis maintenance of farms / crops, provide pest control /management solutions for sustainable farming, provide services / products / digital platforms for crop / farm security / safety and risk management and mitigation / sustainable farming practices, and servicing / solicitation of Insurance products and Insurance intermediation.”

RESOLVED FURTHER THAT anyone of the Director of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, forms, applications and returns for the purpose of giving effect to the aforesaid resolution.”

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Mumbai: 27th July, 2020

By Order of the Board of Directors

For AFS AgTech Private Limited

Sd/-

Rahul Jadhav
Director
DIN: 06955337

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate members must be supported by an appropriate resolution/authority, as applicable.
2. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (forty eight) hours before the commencement of the Meeting.
3. Members /Proxies are requested to fill the Attendance Slip for attending the Meeting.
4. Only Registered Members of the Company may attend and vote at the Annual General Meeting.
5. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
6. Voting on Resolution: Each member present shall have one vote in case of voting by show of hands. If any resolution at the meeting is put to vote on a poll each Equity shareholder shall be entitled to one vote for every Equity Share held.
7. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution or Power of Attorney (POA) authorising their representative to attend and vote at the meeting.
8. The Statutory Registers of the Company will be available for inspection by the members at the Meeting.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between Monday and Friday of every week, up to the date of the Fifth Annual General Meeting of the Company.

Mumbai: 27th July, 2020

By Order of the Board of Directors

For AFS AgTech Private Limited

Sd/-

Rahul Jadhav
Director
DIN: 06955337

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

The proposed alteration to sub-clause 1 of Clause III (A) of the memorandum of association is required to enable the company to expand its activities and venture into new areas of business. The Board of Directors, at their meeting held on 27th July, 2020 has approved the alteration of 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.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM.

The Board recommends the passing of the special resolution at Item No. 5 of the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Mumbai: 27th July, 2020

By Order of the Board of Directors

For AFS AgTech Private Limited

Sd/-

Rahul Jadhav
Director
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Route Map to the Venue of 1st Annual General Meeting of AFS AgTech Private Limited

