

NURTURE AGTECH PRIVATE LIMITED

(Formerly known as AFS Agtech Private Limited)

Notice is hereby given that the **Second Annual General Meeting of the Members of Nurture Agtech Private Limited will be held on Monday, 20th September, 2021 at 10.00 a.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, 2021 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.

SPECIAL BUSINESS:

4. **Appointment of Mr. Mukul B Trivedi (DIN: 00242399) as a Director, liable to retire by rotation**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Mukul B Trivedi (DIN: 00242399), who was appointed as an Additional Director by the Board of Directors of the Company, who holds office upto the date of ensuing Annual General meeting in terms of Section 161 of the Act and relevant clause(s) of the Articles of Association of the Company, and upon the recommendation of the Board of Directors, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

5. **Appointment of Mr. Ashish B Narkar (DIN: 06955368) as a Director, liable to retire by rotation**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Ashish B Narkar (DIN: 06955368), who was appointed as an Additional Director by the Board of Directors of the Company, who holds office upto the date of ensuing Annual General meeting in terms of Section 161 of the Act and relevant clause(s) of the Articles of Association of the Company, and upon the recommendation of the Board of Directors, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

6. **To borrow in excess of the paid-up share capital, free reserves and securities premium of the Company**

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

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“RESOLVED THAT in supersession of the resolution passed by the Members of the Company at their Extraordinary General Meeting held on 14th March, 2020 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 (the ‘Act’), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, consent of the members be and is hereby accorded, to the Board of Directors of the Company, for borrowing from time to time, any sum or sums of money for the purposes of the Company, upon such terms and conditions whether with or without security, as the Board may in its discretion think fit, notwithstanding that the money or monies to be so borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company’s Bankers in the ordinary course of business) together with the sums already borrowed, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided however that the total amount so borrowed, which are outstanding or payable at any moment, shall not exceed Rs. 1000 Crores (Rupees One Thousand Crores only).

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

7. To grant loan and/or give guarantee and/or provide security and/or make investments

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

“RESOLVED THAT in supersession of the resolution passed by the Members of the Company at their Extraordinary General Meeting held on 14th March, 2020 and pursuant to provisions of Section 186 and all other applicable provisions if any of the Companies Act, 2013 (the ‘Act’), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, consent of the members be and is hereby accorded, to the Board of Directors of the Company to:

- (i) grant loans, whether with or without security, to any person(s), companies or bodies corporate, from time to time on such terms and conditions as it may deem expedient;
- (ii) give any guarantee or provide security in connection with a loan given to any person(s), companies or bodies corporate; or
- (iii) make any investments including in shares, debentures and / or other securities any company(ies) or bodies corporate

in aggregate for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) in one or more tranches and which may be in excess of the limits prescribed under Section 186 of the Act i.e. over and above 60% of the Company’s paid-up share capital, free reserves and securities premium account or 100% of the Company’s free reserves and securities premium account, whichever is more.

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

Mumbai: 01st July, 2021

**By Order of the Board of Directors
For Nurture Agtech Private Limited**

Sd/-
Nitin Kolhatkar
Director
DIN: 03246005



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NOTES:

1. At the 1st Annual General Meeting of the Company held on 30th September, 2020, the members have approved the appointment of M/s. Vora & Associates, Chartered Accountants (Firm Registration No.111612W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of 1st Annual General Meeting till the conclusion of the 5th Annual General Meeting of the Company.
2. **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.
3. 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.
4. Members /Proxies are requested to fill the Attendance Slip for attending the Meeting.
5. Only Registered Members of the Company may attend and vote at the Annual General Meeting.
6. 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.
7. 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.
8. 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.
9. The Statutory Registers of the Company will be available for inspection by the members at the Meeting.
10. 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 Annual General Meeting of the Company.

Mumbai: 01st July, 2021

By Order of the Board of Directors

For Nurture Agtech Private Limited

Sd/-
Nitin Kolhatkar
Director
DIN: 03246005



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

Item No. 4:

The Board of Directors of the Company at its meeting held on 08th April, 2021, appointed Mr. Mukul B Trivedi (DIN: 00242399) as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the relevant provisions of the Articles of Association of the Company, Mr. Mukul B Trivedi holds office up to the date of this Annual General Meeting of the Company.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is annexed to this Notice as Annexure-1.

Mr. Mukul B Trivedi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Director of the Company.

The Board is of the view that the appointment of Mr. Mukul B Trivedi as Non-Executive Director of the Company would be of immense benefit to the Company and hence it recommends the said resolution at Item No. 4 for approval by the members of the Company.

Except Mr. Mukul B Trivedi, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Item No. 5:

The Board of Directors of the Company at its meeting held on 08th April, 2021, appointed Mr. Ashish B Narkar (DIN: 06955368) as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the relevant provisions of the Articles of Association of the Company, Mr. Ashish B Narkar holds office up to the date of this Annual General Meeting of the Company.

A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is annexed to this Notice as Annexure-1.

Mr. Ashish B Narkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Director of the Company.

The Board is of the view that the appointment of Mr. Ashish B Narkar as Non-Executive Director of the Company would be of immense benefit to the Company and hence it recommends the said resolution at Item No. 5 for approval by the members of the Company.

Except Mr. Ashish B Narkar, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Item No. 6:

The shareholders of the Company had by a special resolution passed in the Extraordinary General Meeting held on 14th March, 2020, authorized the Board of Directors to borrow monies on behalf of the Company not exceeding Rs. 80 crores. In order to further expand the business activities and keeping in view of the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising 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 (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Hence it is proposed to borrow money, either secured or unsecured upto Rs. 1000 Crores (Rupees One Thousand Crores only), thereby enhancing the existing limit of Rs. 80 crores.



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As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital and free reserves of the company requires approval from the members of the Company.

The Board therefore recommends the passing of the special resolution at Item No. 6 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.

Item No. 7:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the paid-up capital, free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

The shareholders of the Company had by a special resolution passed in the Extraordinary General Meeting held on 14th March, 2020, authorized the Board of Directors to grant any loan or make any investment or give guarantee or provide any security upto an amount not exceeding Rs. 80 crores. As a measure of achieving greater financial flexibility and to enable optimal financing structure, approval of the members is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making investment, providing loans or giving guarantee or providing security in connection with loans to any person(s), companies or bodies corporate for an amount not exceeding Rs. 1000 crores (Rupees One Thousand Crores only), at any given time, made in one or more tranches, thereby enhancing the existing limit of Rs. 80 crores.

The Board therefore recommends the passing of the special resolution at Item No. 7 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: 01st July, 2021

By Order of the Board of Directors

For Nurture Agtech Private Limited

Sd/-
Nitin Kolhatkar
Director
DIN: 03246005

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Annexure-1

Name of the Director to be appointed	Mr. Mukul B Trivedi	Mr. Ashish B Narkar
Category	Non-Executive Director	Non-Executive Director
Director Identification Number	00242399	06955368
Age (in years)	68	53
Date of first appointment on the Board	08-04-2021	08-04-2021
Qualification	Chartered Accountant, Company Secretary, LLB	Chartered Accountant
Expertise in specific functional area	Accounts, Taxation and Finance	Finance
Profile	Mr. Mukul Trivedi is a qualified Company Secretary and Chartered Accountant having experience in accounts, taxation and finance of more than 35 years and was previously associated with UPL Limited, as its Company Secretary and Compliance Officer.	Mr. Ashish Narkar is a qualified Chartered Accountant having experience in finance of more than 25 years and is associated with UPL Limited since 1995.
Directorships and Committee memberships in other companies*	Directorships: 1. Kerala Enviro Infrastructure Limited 2. Uniphos International Limited 3. Shivalik Solid Waste Management Limited 4. UPL Environmental Engineers Limited Committee memberships: Nil	Directorships: NIL Committee memberships: Nil
Remuneration last drawn from the Company	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Terms and Conditions of Appointment	Director liable to retire by rotation	Director liable to retire by rotation
No. of shares held in the Company	Nil	Nil
Relationship with other Directors / KMP	None	None
Number of Board Meetings attended in FY 2020-21	Not Applicable	Not Applicable

*Directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders Relationship Committees of only Public Companies have been included in the aforesaid table.

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Route Map to the Venue of 2nd Annual General Meeting of Nurture Agtech Private Limited

