

Notice is hereby given that the Third Annual General Meeting of the Members of Nurture Agtech Private Limited will be held on Wednesday, 7th September, 2022 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, 2022 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. To approve appointment and remuneration of Mr. Dhruv Sawhney (DIN:07604053) as a Whole Time Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as recommended by the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of Mr. Dhruv Sawhney (DIN: 07604053) as Whole-time Director of the Company, to be designated as a Chief Operating Officer for a period of 5 (five) years, i.e., with effect from 4th October, 2021, on the terms and conditions including remuneration and ESOPs as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (including Committee, if any), to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as deemed fit necessary and the period of his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Dhruv Sawhney, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Dhruv Sawhney, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mr. Dhruv Sawhney be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

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

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



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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 the Annual General Meeting held on 20th September, 2021 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. 3000 Crores (Rupees Three 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.”

6. 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 the Annual General Meeting held on 20th September, 2021 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. 3000 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.”

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



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years from the conclusion of 1st Annual General Meeting till the conclusion of the 6th 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: 30th August 2022

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

sd/-

Sandeep Deshmukh
Company Secretary



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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 4th October, 2021 approved the appointment of Mr. Dhruv Sawhney (DIN: 07604053) as an Additional Director designated as Whole-Time Director of the Company for a period of five years i.e with effect from 4th October, 2021 till 3rd October, 2026, subject to the approval of the members in the Annual General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Dhruv Sawhney, requires approval of the Members by way of special resolution.

Mr. Dhruv Sawhney has over 23 years of rich experience across multiple sectors such as TCS, Dell, PayPal, WOTU Technologies, Zomato & lastly Gojek, wherein he was working as a Business Head based in Indonesia. He has worked in business development, new business initiatives, strategy & planning and has expertise in scaling up businesses. He has done his BE in Electronics from DY Patil & MBA from AIMA in IT management.

The terms and conditions of his re-appointment are as under:

1) Period:

For 5 years from 4th October, 2021 to 3rd October, 2026

2) Remuneration:

- i. The aggregate of remuneration, together with perquisites, allowance, benefits and amenities payable to Mr. Dhruv Sawhney are as follows:
 - Salary, perquisites and allowances– not exceeding Rs. 3 crores (including performance linked bonus)
 - Employee Stock Options as per the plan applicable to Executive Director and/or Senior Executives of the Company, provided that the value of ESOPs shall not exceed 3% of total ESOPs granted at any point of time
 - Retiral benefits as per the law and HR Policy of the Company

He shall be entitled for annual increment as may be approved by the Board from time to time.

- ii. the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time).
- iii. Where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Dhruv Sawhney by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.
- iv. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

Mr. Dhruv Sawhney 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 Whole-time Director of the Company.

The Board is of the view that the appointment of Mr. Dhruv Sawhney as a Whole-time 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.

The Board of Directors recommends passing of the Special Resolution at Item No. 4 of the Notice for approval of the members.

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Except for Mr. Dhruv Sawhney, 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 shareholders of the Company had by a special resolution passed in the Annual General Meeting held on 20th September, 2021, authorized the Board of Directors to borrow monies on behalf of the Company not exceeding Rs. 1000 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. 3000 Crores (Rupees Three Thousand Crores only), thereby enhancing the existing limit of Rs. 1000 crores.

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. 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.

Item No. 6:

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 Annual General Meeting held on 20th September, 2021, 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. 1000 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. 3000 crores (Rupees Three Thousand Crores only), at any given time, made in one or more tranches, thereby enhancing the existing limit of Rs. 1000 crores.

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.

Mumbai: 30th August, 2022

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

sd/-

Sandeep Deshmukh
Company Secretary



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Annexure-1

Name of the Director to be appointed	Mr. Dhruv Sawhney
Category	Executive Director
Director Identification Number	07604053
Age (in years)	
Date of first appointment on the Board	04-10-2021
Qualification	
Expertise in specific functional area	
Profile	
Directorships and Committee memberships in other companies*	Directorships: 1. Wotu Technologies Private Limited. Committee memberships: Nil
Remuneration last drawn from the Company	Nil
Remuneration sought to be paid	Nil
Terms and Conditions of Appointment	
No. of shares held in the Company	Nil
Relationship with other Directors / KMP	None
Number of Board Meetings attended in FY 2021-22	2 (two)


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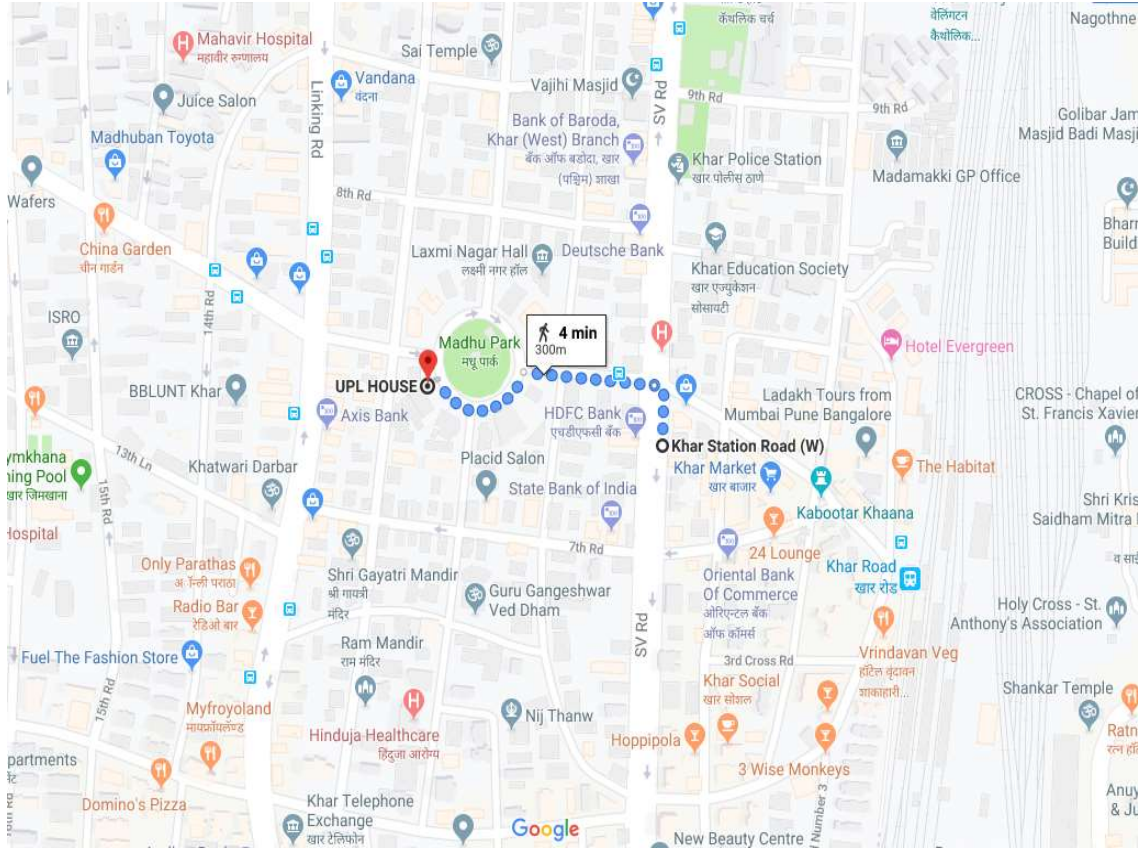


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Route Map to the Venue of 3rd Annual General Meeting of Nurture Agtech Private Limited



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