

Notice is hereby given that the Fourth Annual General Meeting of the Members of Nurture Agtech Private Limited will be held on Monday, 18th September, 2023 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, 2023 along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukul Trivedi(DIN: 00242399), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Conversion of the Company from Private Limited to Public Limited

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 18 read with sections 13, 14, and all other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, and the rules made thereunder, subject to the approvals from any government, statutory or regulatory authority, approval of the members of the Company be and is hereby accorded for conversion of the status and nature of the Company from Private Limited to Public Limited.

RESOLVED FURTHER THAT the name of the Company be and is hereby changed from "NURTURE AGTECH PRIVATE LIMITED" to "NURTURE AGTECH LIMITED" by deletion of the word 'Private' from the name of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, the word 'Private' wherever appearing in the name of the Company in the Memorandum of Association and Articles of Association of the Company, be and is hereby deleted and necessary changes be made in all such other papers, documents, name plates, etc. to give effect of the changed name accordingly.

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 may be necessary, proper or desirable to give effect to the above resolution."

4. Alteration in 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 and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time and the rules made thereunder and subject to the necessary approvals, permissions and sanctions from any government, statutory or regulatory authority, approval of the members of the Company be and is hereby accorded for substituting the existing Clause 1 of the Memorandum of Association of the Company with the following clause:

"Clause 1: The name of the Company is "NURTURE AGTECH LIMITED"

RESOLVED FURTHER THAT anyone of the Director of the Company be and is hereby authorized to issue certified true copy of the resolution do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution and comply with all other requirements in this regard without making any further reference to the members of the Company for their approval."



Nurture Ag Tech Pvt Ltd

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CIN: U01100MH2019PTC335151



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5. Alteration in Articles 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 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the rules made thereunder, and subject to the necessary approvals, permissions and sanctions from any government statutory or regulatory authority, approval of the members of the Company be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with the new set of Articles of Association of the Company, as placed before the members of the Company, and the same be adopted as new Articles of Association of the Company.

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 may be necessary, proper or desirable to give effect to the above resolution."

6. Appointment of Mr. Ashish P Dobhal (DIN: 08502999) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and 160 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 P Dobhal (DIN: 08502999), 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 may be necessary, proper or desirable to give effect to the above resolution."

7. To appoint Mr. Ashish P Dobhal (DIN: 08502999) as a Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 203(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the Articles of Association of the Company and based on the recommendation of the Board of Directors ("the Board"), Mr. Ashish Dobhal (DIN: 08502999), Wholetime Director of the Holding Company viz UPL Sustainable Agri Solutions Limited, be and is hereby appointed as a Whole-time Director of the Company, for a period of 5 (five) years w.e.f 23rd August, 2023 to 22nd August, 2028, on the terms and conditions as detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary the terms and conditions of the said appointment and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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 may be necessary, proper or desirable to give effect to the above resolution."



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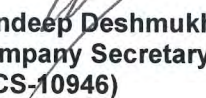


NOTES:

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 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 Businesses 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: 23rd August, 2023

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


Sandeep Deshmukh
Company Secretary
(ACS-10946)

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item Nos. 3, 4 and 5:**

The Company was incorporated on 27th December, 2019 as a private limited company under the provisions of the Companies Act, 2013. As per proviso to the Section 2(71) of the Companies Act, 2013, a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company even where such subsidiary company continues to be a private company.

Considering the current as well as future business expansion plans, the Company should be converted into a public limited company. The conversion of the Company from a private limited company to a public limited company will result in change of name of Company from "NURTURE AGTECH PRIVATE LIMITED" to "NURTURE AGTECH LIMITED". The Board of Directors at their meeting held on 23rd August, 2023 has approved the said conversion from Private Limited to Public Limited.

In accordance with the provisions of section 18 read with sections 13, 14 and other applicable provisions if any of the Companies Act, 2013, approval of the members is required by way of Special Resolution for conversion of the Company to a public limited company and subsequent alteration in the name clause of the Memorandum of Association and adoption of new set of Articles of Association of the Company.

A copy of the Memorandum and Articles of Association along with proposed amendment will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

The Board of Directors accordingly recommends passing of the Special Resolutions set out at Item Nos. 3, 4 and 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested either financially or otherwise in this Resolution.

Item Nos. 6 and 7:

The Board of Directors of the Company at its meeting held on 23rd August, 2023 approved the appointment of Mr. Ashish Dobhal (DIN: 08502999) as an Additional Director and as a Whole-time Director of the Company for a period of five years i.e with effect from 23rd August, 2023 till 22nd August, 2028, subject to the approval of the members in the Annual General Meeting.

Mr. Ashish Dobhal, Wholetime Director of the Holding Company viz UPL Sustainable Agri Solutions Limited (UPL SAS), shall be appointed as a Wholetime Director of the Company pursuant to Section 203(3) of the Companies Act, 2013, (the Act) and Rules framed thereunder.

Brief profile of Mr. Ashish Dobhal is as under:-

Mr. Ashish Dobhal has been part of UPL journey since last 20 years, he has worked in different countries like Japan, China, Taiwan, Middle East, Sri Lanka, Bangladesh etc. He studied agriculture and entomology at the prestigious YS Parmar University in Solan, India before joining UPL in 2003 within the research and development (R&D) team and, since then, has moved from product development to sales to apex leadership roles, diversifying and expanding his skills and expertise alongside UPL itself. He takes many challenges upfront and turns them into success. With the help of digital and fintech initiatives, he plays a pivotal role in more than doubling the business in India. Mr. Dobhal was previously Head of UPL Agri Formulation business.

Mr. Ashish Dobhal shall hold the office of the Whole-time Director of the Company on such terms and conditions as may be mutually agreed or as decided by the Board of Directors of the Company. He shall continue to draw remuneration from the Holding Company viz. UPL SAS.

Details of Mr. Ashish Dobhal as statutorily required under Secretarial Standards on General Meetings ("SS-2") are provided in the table as Annexure-1.

Mr. Ashish Dobhal does not hold any shares in the Company and is not related to the promoter or Directors of the Company.

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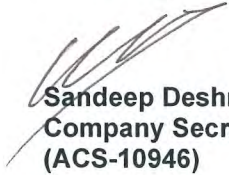
The Company has received declaration from Mr. Ashish Dobhal stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Board of Directors recommends resolutions at Item No. 6 & 7 as an Ordinary Resolution.

None of the directors or key managerial personnel and their relatives, except Mr. Ashish Dobhal, are in any way, financially or otherwise, concerned or interested, in this resolution.

Mumbai: 23rd August, 2023

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



Sandeep Deshmukh
Company Secretary
(ACS-10946)



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ANNEXURE – 1

Name of the Director	Ashish Dobhal
Director Identification Number	08502999
Age (in years)	47
Date of joining the Board	23 rd August, 2023
Qualification, Profile and Expertise in specific functional area	As detailed in the Explanatory Statement
Terms and Conditions of Appointment	As mentioned in the draft appointment Letter
Number of meetings of the Board attended in FY2022-23	N.A.
Remuneration details	As detailed in the Explanatory Statement
Member / Chairperson of the Committees of the Company	Nil
Directorships and Committee memberships in other companies	<u>Directorship:</u> 1. Nature Bliss Agro Limited 2. Arysta Agro Private Limited 3. Arysta Lifescience Agriservice Private Limited 4. Arysta Lifescience India Limited 5. UPL Sustainable Agri Solutions Limited 6. UPL Agri Science Private Limited <u>Committee Membership:</u> UPL Sustainable Agri Solutions Limited: • CSR Committee • Sustainability Committee
Number of shares held in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors / KMP	Not related to any Director / KMP of the Company


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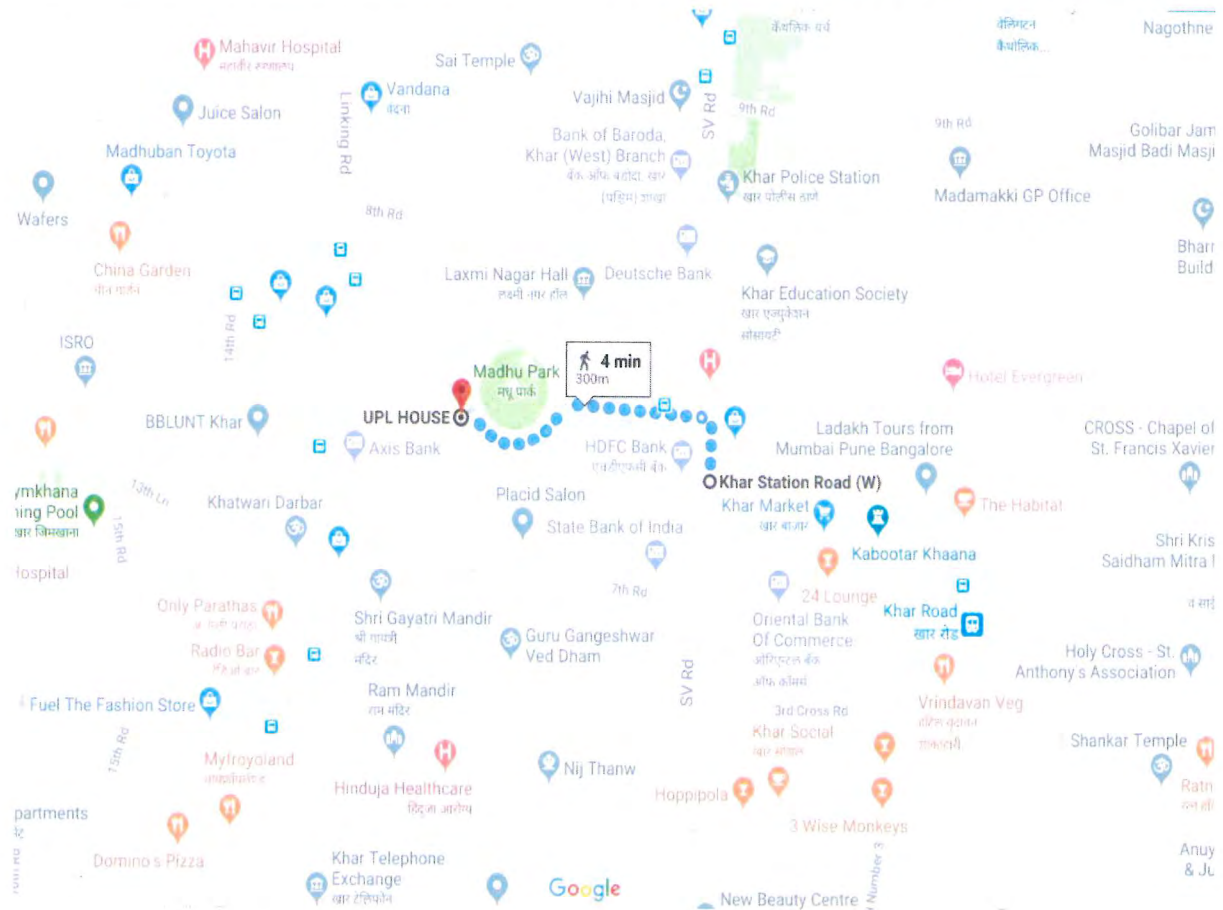


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Route Map to the Venue of 4th Annual General Meeting of Nurture Agtech Private Limited



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