



INDEPENDENT AUDITORS' REPORT

To,
The Members of,
NURTURE AGTECH PRIVATE LIMITED
(Formerly known as AFS Agtech Private Limited)

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS Financial statements of **NURTURE AGTECH PRIVATE LIMITED** (Formerly known as AFS Agtech Private Limited) ("the Company"), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed u/s 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31st March, 2021, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the company in Accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provision of the Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these

Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("The Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account;

- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the relevant rule issued thereunder;
- e) On the basis of written representations received from the directors as on 31 March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B” and
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanation given to us:
- i. The Company does not have any pending litigations which shall impact its financial positions.
 - ii. The Company does not have any long terms contracts for which provisions are required to be made.
 - iii. The Company is not liable to transfer any amount to the Investor Education and Protection Fund.

For VORA & ASSOCIATES
CHARTERED ACCOUNTANTS
(ICAI Firm Reg. No.: 111612W)

Digitally signed by RONAK
ASHOK RAMBHIA
Date: 2021.05.08 14:46:04
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RONAK A. RAMBHIA
PARTNER
(Membership No. 140371)

UDIN: 21140371AAAADZ9023
PLACE: MUMBAI
DATED: May 8, 2021

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS Financial Statements for the year ended 31st March 2021, we report that:

- (i) In respect of its Fixed Assets
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. As explained to us and according to the practice generally followed by the Company, all the fixed assets have been verified in a periodical manner by the management during the year and no material discrepancies were noticed on such physical verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on physical verification.
 - c. According to the information and explanation given to us, the title deeds of immovable properties are held in the name of the Company.

- (ii) In respect of inventories

During the year under review, the Company does not have any inventory. Hence, provisions of clause 3(ii) of the Order are not applicable to the Company.

- (iii) In respect of loans granted, secured or unsecured, by the Company to firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013;

The Company has not granted any secured / unsecured loan to any of the parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, sub clauses (a), (b) and (c) are not applicable

- (iv) In respect of loans, investments, guarantees and securities, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied, as applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 to Section 76 of the Companies Act 2013.
- (vi) The maintenance of cost records has not been specified by the Central Government under Section 148 (1) of the Act for the business activities carried

out by the Company. Thus, reporting under clause 3 (vi) of the Order is not applicable to the Company.

- (vii) In respect to statutory dues
 - (a) According to the records of the Company, the undisputed statutory dues under Income tax, Goods & Service Tax and other Statutory Dues as applicable to it have been generally regularly deposited with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2021 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there were no dues of Income Tax, Goods & Service Tax and other Statutory Dues as applicable to it, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institutions and banks during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable.
- (ix) In our opinion and according to the information and explanations given to us the Company, the Company has not raised any funds by way of Initial Public Offer or obtained term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not paid any managerial remuneration to any key management personnel during the year under review.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with section 177 and section 188 of the Act, as applicable, and details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standard.
- (xiv) The Company has not made any preferential allotment of shares or Debentures during the year. Therefore, the provisions of clause 3 (xiv) of “the Order” are not applicable to the Company.

- (xv) According to the information and explanations given to us, there are no non cash transactions with Directors or any persons connected with them during the year under review.
- (xvi) According to the information and explanations given to us, the company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934.

For VORA & ASSOCIATES
CHARTERED ACCOUNTANTS
(ICAI Firm Reg. No.: 111612W)

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ASHOK RAMBHIA
Date: 2021.05.08 14:46:23
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RONAK A. RAMBHIA
PARTNER
(Membership No.140371)

PLACE: MUMBAI
DATED: May 8, 2021



**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
IND AS FINANCIAL STATEMENTS OF NURTURE AGTECH PRIVATE LIMITED**

(Formerly known as AFS Agtech Private Limited)

Independent Auditors Report on Internal Financial Control over Financial Reporting

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143
of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **NURTURE AGTECH PRIVATE LIMITED** (Formerly known as AFS Agtech Private Limited) ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:-

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VORA & ASSOCIATES
CHARTERED ACCOUNTANTS
(ICAI Firm Reg. No.: 111612W)

Digitally signed by RONAK
ASHOK RAMBHIA
Date: 2021.05.08 14:44:07
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RONAK A. RAMBHIA
PARTNER
(Membership No. 148837)

PLACE: MUMBAI

DATED: May 8, 2021

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Balance Sheet as at March 31, 2021

(All amounts in ₹)

	Notes	As at March 31, 2021	As at March 31, 2020
Assets			
Non-current Assets			
Property, plant and equipment	A	1,18,29,341	-
Capital work-in-progress		46,63,459	-
Other intangible assets	B	3,28,30,247	-
Right-of-use assets	C	5,94,48,283	-
Financial assets			
(a) Other financial asset	H	1,09,12,100	-
Income taxes (net)	D	15,30,294	-
Deferred tax assets (net)	D	8,53,22,286	35,31,546
Total non-current asset		20,65,36,010	35,31,546
Current Assets			
Financial assets			
(a) Trade receivables	E	1,79,19,371	-
(b) Cash and cash equivalents	F	5,00,72,298	10,00,000
(c) Loans	G	20,00,00,000	-
(d) Other financial assets	H	61,20,765	-
Other current assets	I	1,43,44,955	-
Total current asset		28,84,57,389	10,00,000
Total Assets		49,49,93,399	45,31,546
Equity and Liabilities			
Equity			
Equity share capital	JA	10,00,000	10,00,000
Other equity	JB	22,63,37,105	(1,05,00,347)
Total equity		22,73,37,105	(95,00,347)
Liabilities			
Non-current Liabilities			
Financial Liabilities:			
(a) Lease liabilities	C	4,28,48,490	-
Provisions	K	88,35,256	1,23,016
Total non-current liabilities		5,16,83,746	1,23,016
Current Liabilities			
Financial liabilities:			
(a) Trade payables	L	14,24,23,084	1,06,61,019
(b) Lease liabilities	C	1,79,06,840	-
(c) Other financial liabilities	M	2,36,74,012	-
Other current liabilities	N	3,19,68,611	32,47,858
Total current liabilities		21,59,72,548	1,39,08,877
Total Equity and Liabilities		49,49,93,399	45,31,546

Significant accounting policies

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As per our report of even date attached

For Vora & Associates
Chartered Accountants
(ICAI FRNo.: 111612W)

Digitally signed by RONAK
ASHOK RAMBHIA
Date: 2021.05.08 14:47:50 +05'30'

Ronak A. Rambhia
Partner
(Membership No.: 140371)

Place: Mumbai
Date: May 08, 2021

For and on behalf of the Board of Directors of
Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)

Mukul
Bhupendrabhai
Trivedi

Mukul B Trivedi
(Director)
DIN: 00242399

Place: Mumbai
Date: May 08, 2021

Digitally signed by Mukul
Bhupendrabhai Trivedi
Date: 2021.05.08 10:56:07
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NITIN
ACHYUT
KOLHATKAR

Nitin Kolhatkar
(Director)
DIN: 03246005

Place: Mumbai
Date: May 08, 2021

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Statement of Changes in Equity for the year ended March 31, 2021

JA. Equity Share Capital (All amounts in ₹)

Issued, subscribed and fully paid	No. of shares	Amounts
Balance as at March 31, 2019	-	-
Changes during the year	1,00,000	10,00,000
Balance as at March 31, 2020	1,00,000	10,00,000
Changes during the year	-	-
Balance as at March 31, 2021	1,00,000	10,00,000

JB. Other Equity

	Share Application Money Pending Allotment	Retained Earnings	Total Other Equity
Balance as at March 31, 2019	-	-	-
Profit for the year	-	(1,05,00,347)	(1,05,00,347)
Other comprehensive income for the year	-	-	-
Balance as at March 31, 2020	-	(1,05,00,347)	(1,05,00,347)
Profit for the year	-	(26,31,62,548)	(26,31,62,548)
Other comprehensive income for the year	-	-	-
Share application money received	50,00,00,000	-	50,00,00,000
Balance as at March 31, 2021	50,00,00,000	(27,36,62,895)	22,63,37,105

JC. Other Comprehensive Income

Re-measurement gains / (losses) on defined benefit plans	Amounts
As at March 31, 2019	-
During the year	-
As at March 31, 2020	-
During the year	-
As at March 31, 2021	-

As per our report of even date attached

For Vora & Associates
Chartered Accountants
(ICAI FRNo.: 111612W)

Digitally signed by
RONAK ASHOK RAMBHIA
Date: 2021.05.08 14:48:54
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Ronak A. Rambhia
Partner
(Membership No.: 140371)

Place: Mumbai
Date: May 08, 2021

For and on behalf of the Board of Directors of
Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)

Mukul
Bhupendrabhai
i Trivedi

Digitally signed by Mukul
Bhupendrabhai Trivedi
Date: 2021.05.08 10:57:13
+05'30'

Mukul B Trivedi
(Director)
DIN: 00242399

Place: Mumbai
Date: May 08, 2021

NITIN ACHYUT
KOLHATKAR

Digitally signed by NITIN ACHYUT KOLHATKAR
DN: cn=NITIN ACHYUT KOLHATKAR, o=Nurture Agtech Private Limited, ou=Directors, email=Nitin.Achyut.Kolhatkar@nurtureagtech.com, postalCode=400016, st=Maharashtra, serialNumber=078688898411c4c7f0e33a2e97a, uri=http://www.nurtureagtech.com, c=IN

Nitin Kolhatkar
(Director)
DIN: 03246005

Place: Mumbai
Date: May 08, 2021

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Cash Flow Statement for the year ended March 31, 2021

(All amounts in ₹)

Particulars	For the year ended March 31, 2021		For the year ended March 31, 2020	
(A) Cash flow from operating activities				
Net Loss before tax for the year ended		(34,49,53,291)		(1,40,31,892)
<u>Adjustment for</u>				
Depreciation and amortisation	94,75,399		-	
Interest received	(1,20,548)		-	
Finance costs	38,14,776	1,31,69,627	-	-
Loss from operating activity before working capital changes		(33,17,83,664)		(1,40,31,892)
<u>Adjustment for working capital changes</u>				
(Increase)/Decrease in Trade receivables	(1,79,19,371)		-	
(Increase)/Decrease in Other assets	(3,13,77,820)		-	
Increase/(Decrease) in Trade payables	13,17,62,065		1,06,61,019	
Increase/(Decrease) in Other liabilities	5,23,94,766		32,47,858	
Increase/(Decrease) in Provisions	87,12,241	14,35,71,881	1,23,016	1,40,31,892
Cash flow from operations		(18,82,11,784)		-
Net income tax (paid) / refunds		(15,30,294)		-
Net cash flow from operating activities		(18,97,42,078)		-
(B) Cash flow from investing activity				
Purchase of Property, Plant and Equipment	(1,25,45,409)		-	
Purchase of Intangible assets (Including CWIP)	(3,94,58,944)		-	
Interest Income	1,20,548	(5,18,83,805)	-	-
Net cash flow from investing activities		(5,18,83,805)		-
(C) Cash flow from financing activity				
Finance costs	(38,14,776)		-	
Share application money received	50,00,00,000		-	
Loan taken	2,00,00,000		-	
Loan repaid	(2,00,00,000)		-	
Loan given	(20,00,00,000)		-	
Proceeds from issue of equity shares	-		10,00,000	
Repayment of lease liabilities	(54,87,043)	29,06,98,181	-	10,00,000
Net cash flow from financing activity		29,06,98,181		10,00,000
Net Increase in cash and Cash equivalents		4,90,72,298		10,00,000
Cash and cash equivalent at the beginning of the year		10,00,000		-
Cash and cash equivalent at the end of the year		5,00,72,298		10,00,000
Increase/(Decrease) during the year		4,90,72,298		10,00,000

As per our Report of even date attached
For Vora & Associates
Chartered Accountants
(ICAI FRNo.: 111612W)

Digitally signed by RONAK
ASHOK RAMBHIA
Date: 2021.05.08 14:49:17
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Ronak A. Rambhia
Partner
(Membership No.: 140371)

Place: Mumbai
Date: May 08, 2021

For and on behalf of the Board of Directors of
Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)

Mukul
Bhupendrabhai
Trivedi

Digitally signed by Mukul
Bhupendrabhai Trivedi
Date: 2021.05.08 10:57:38
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Mukul B Trivedi
(Director)
DIN: 00242399

Place: Mumbai
Date: May 08, 2021

NITIN ACHYUT
KOLHATKAR

Digitally signed by NITIN ACHYUT KOLHATKAR
DN: cn=NITIN ACHYUT KOLHATKAR,
o=Nurture Agtech Private Limited,
ou=AFS Agtech Private Limited,
c=IN

Nitin Kolhatkar
(Director)
DIN: 03246005

Place: Mumbai
Date: May 08, 2021

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

1 Overview of Company and Significant Accounting Policies

a. Overview of Company

Nurture Agtech Private Limited (Formerly Known as AFS Agtech Private Limited) (the Company) is a private limited company domiciled in India and is incorporated under the provisions of the companies act applicable in India.

The Company is a 100% Subsidiary of UPL Ltd (alongwith its nominees). The company is in the business of providing sustainable farming, crop management solutions and marketplace for agricultural and other allied inputs through the use of digital technology.

b. Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis notified under the Companies (Indian Accounting Standards) Rules, 2015.

Accounting policies have been consistently applied except where a new accounting standard is adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

c. Use of Estimates

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on assumptions and estimates they could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

d. Revenue Recognition

The Company derives revenue primarily from sale of goods. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognise revenues, the Company applies the following five step approach :

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to the performance obligations in the contract, and
- recognise revenues when a performance obligation is satisfied.

Sale of Goods

The Company recognises revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/ incentives and returns are estimated (using the most likely method based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

Interest income is recognized on accrual method.

e. Tax Expenses

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax is recognized on timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets is recognized subject to the consideration of prudence and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing difference at the year end and based on the tax rates and laws enacted or substantially enacted as on the reporting date.

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The company reviews the same at each balance sheet date and writes down the carrying amount of Mat Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

f. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

g. Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

h. Contingent Liabilities

The Company does not recognize a contingent liability but discloses its existence in the financial statements. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

i. Events occurring after the Balance Sheet date

Wherever material, events occurring after the Balance Sheet Date are considered up to the date of approval of accounts by the Board of Directors.

j. Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for the purpose of current / non-current classification of assets and liabilities.

k. Foreign Currency Transactions

Transactions in foreign currency are translated at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities are translated at the rate of exchange prevailing on the date of closing the accounts and resulting losses or gains arising out of exchange fluctuations are recognized in the Profit and Loss Account. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

I. Property, plant and equipment

Property, plant and Equipments are stated at acquisition cost less accumulated depreciation and provision for impairment, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Depreciation is calculated over the estimated useful lives of the asset as Schedule II of the Companies Act, 2013 on straight line basis. The Company has not considered any residual value on the above assets.

m. Intangible assets

Intangible assets are stated at acquisition cost less accumulated amortization. Intangible assets are amortized over a period of five years on a straight-line basis, commencing from the date the asset is available to the Company for its use.

n. Borrowing Costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use and borrowing cost are being incurred. A qualifying asset is an asset that necessarily takes a substantial time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period they are incurred.

Borrowing cost includes interest expense, amortisation of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Interest and other costs incurred for acquisition and construction of qualifying assets, up to the date of commissioning/ installation, are capitalized as part of cost of said asset.

o. Inventories

Cost of raw materials, stores and spares and packing materials is determined on moving weighted average basis.

Cost of Semi-finished products and finished products includes cost of direct materials, packing material, labour and a proportion of manufacturing overheads as per standard costing based on the general industry standards. Cost is determined on First in, first out basis.

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any.

p. Retirement Benefits

The company has a defined benefit Gratuity plan. Every employee who has completed five years or more of service gets a gratuity on post employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the company.

q. Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

r. Share based Payments

Measurement and disclosure of the employee share based payment plans is done in accordance with Ind AS 102, Share Based Payment. The Company measures compensation cost relating to employee stock options using the fair value method. Compensation expense is amortised over the vesting period of the option on a straight line basis.

s. Leases

The Company has applied Ind AS 116 to account for leases. At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in Ind AS 116. This policy is applied to contracts entered into, on or after 1 April 2019.

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

As a Lessee

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

A: Property, Plant and Equipment:

(All amounts in ₹)

	Plant and Equipment	Computer Equipment	Furniture and Fixtures	Total
Cost or Valuation				
As at March 31, 2019	-	-	-	-
Additions during the year	-	-	-	-
Deletions during the year	-	-	-	-
As at March 31, 2020	-	-	-	-
Additions during the year	43,68,719	79,96,693	1,80,000	1,25,45,412
Deletions during the year	-	-	-	-
As at March 31, 2021	43,68,719	79,96,693	1,80,000	1,25,45,412
Accumulated Depreciation				
As at March 31, 2019	-	-	-	-
Depreciation for the year	-	-	-	-
As at March 31, 2020	-	-	-	-
Depreciation for the year	72,812	6,31,610	11,649	7,16,071
As at March 31, 2021	72,812	6,31,610	11,649	7,16,071
Net book value				
As at March 31, 2021	42,95,907	73,65,083	1,68,351	1,18,29,341
As at March 31, 2020	-	-	-	-

Nurture Agtech Private Limited
(Earlier Known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

B: Other Intangible Assets:	(All amounts in ₹)
	Software
Cost or Valuation	
As at March 31, 2019	-
Additions during the year	-
Deletions during the year	-
As at March 31, 2020	-
Additions during the year	3,47,95,485
Deletions during the year	-
As at March 31, 2021	3,47,95,485
Accumulated Amortisation	
As at March 31, 2019	-
Amortisation for the year	-
As at March 31, 2020	-
Amortisation for the year	19,65,238
As at March 31, 2021	19,65,238
Net Book Value as at March 31, 2021	3,28,30,247

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

Note C - Leases under Ind AS 116

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense.

Company as a lessee

i. Right-of-use assets (All amounts in ₹)

Land and Buildings	March 31, 2021	March 31, 2020
Balance as at the beginning of the year	-	-
Additions during the year	6,62,42,373	-
Depreciation for the year charged to Profit and Loss	67,94,090	-
Balance as at the end of the year	5,94,48,283	-

ii. Lease liability

Particulars	March 31, 2021	March 31, 2020
Balance as at the beginning of the year	-	-
Additions during the year	6,62,42,373	-
Interest cost accrued for the year	20,12,157	-
Payments of lease liabilities	74,99,200	-
Balance as at the end of the year	6,07,55,330	-
Current Lease Liabilities	1,79,06,840	-
Non Current lease liabilities	4,28,48,490	-

Maturity analysis of lease liability - undiscounted contractual cash flows

Particulars	March 31, 2021	March 31, 2020
Less than one year	2,28,72,560	-
One to three years	4,70,62,870	-
More than three years	-	-

iii. Amounts recognized in profit or loss

Particulars	March 31, 2021	March 31, 2020
Depreciation of Right-of-use Assets	67,94,090	-
Interest expenses on Lease Liability	20,12,157	-
Total amount recognized in profit or loss	88,06,247	-

Company as a Lessor

There are no such arrangements during the year.

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

(All amounts in ₹)

Particulars	March 31, 2021	March 31, 2020
D: Income and Deferred Taxes		
I Income Taxes		
Income Taxes Paid	15,30,294	-
Less: Provisions for taxes	-	-
Income Taxes (net)	<u>15,30,294</u>	-
II Deferred Tax		
Deferred Tax on account of losses	8,53,22,286	35,31,546
	<u>8,53,22,286</u>	<u>35,31,546</u>
Presented in balance sheet as follows:		
Income Taxes (net)	15,30,294	-
Deferred Taxes (net)	8,53,22,286	35,31,546
	<u>15,30,294</u>	<u>35,31,546</u>
E: Trade Receivables		
Trade Receivables	1,79,19,371	-
	<u>1,79,19,371</u>	-
F: Cash and Cash Equivalent		
Balances with banks:		
In current accounts	5,00,72,298	10,00,000
Cash in hand	-	-
	<u>5,00,72,298</u>	<u>10,00,000</u>
G: Loans		
Loans given to SWAL Corporation Limited (Loan carries Interest rate of 11% p.a.)	20,00,00,000	-
	<u>20,00,00,000</u>	-
H: Other Financial Assets		
Non Current		
Deposits	1,09,12,100	-
	<u>1,09,12,100</u>	-
Current		
Other Receivables	61,20,765	-
	<u>61,20,765</u>	-
I: Other Current Asset		
GST Receivable	19,20,151	-
Advance to Suppliers	66,87,152	-
Others Advances	57,37,653	-
	<u>1,43,44,955</u>	-

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

JA: Share Capital:

Equity Share Capital:

(All amounts in ₹)

1. Authorised Capital:

5,50,00,000 (Previous Year 50,00,000) Equity Shares of ₹ 10/- each

March 31, 2021	March 31, 2020
55,00,00,000	5,00,00,000
55,00,00,000	5,00,00,000

2. Issued, subscribed and fully paid up

1,00,000 (Previous Year 1,00,000) Equity Shares of ₹ 10/- each

10,00,000	10,00,000
10,00,000	10,00,000

(a) The Company has only one class of equity shares having a part value of ₹ 10/- per share

(b) Each holder of equity shares is entitled to one vote per share

3. Reconciliation of the number of shares:

	March 31, 2021	March 31, 2020
Equity shares of ₹ 10/- each	No of Shares	No of Shares
Shares outstanding at the beginning of the year	1,00,000	-
Shares issued during the year	-	1,00,000
Shares bought back during the year	-	-
Shares outstanding at the end of the year	1,00,000	1,00,000

4. Equity Shares Holders Holding More than 5% of total shareholding:

UPL Ltd alongwith its nominee holds 100% of shares of the company during the current and previous year.

5. Aggregate number of shares bought back during the period of five years immediately preceding the balance sheet date:

There was no buy back of shares during the period of five years immediately preceding the balance sheet date.

6. Calls unpaid/Forfeited Shares:

There are no calls unpaid and no forfeited shares as on balance sheet date.

K: Non Current Provision:

Provision for retirement benefits

88,35,256	1,23,016
88,35,256	1,23,016

L: Trade Payables:

Trade Payables

14,24,23,084	1,06,61,019
14,24,23,084	1,06,61,019

M: Other Financial Liabilities:

Share based payment liability

2,22,30,000

-

Others

14,44,012

-

2,36,74,012

-

N: Other Current Liabilities:

Statutory Liabilities

96,56,663

32,47,858

Reward Point Schemes

2,23,11,948

-

3,19,68,611

32,47,858

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

(All amounts in ₹)

Particulars	March 31, 2021	March 31, 2020
O: Revenue From Operations		
Commission income	2,74,92,539	-
Sale of service	1,63,545	-
	2,76,56,084	-
P: Other Income		
Interest income	1,20,548	-
	1,20,548	-
Q: Employee Benefit Expenses		
Salaries and bonus	22,75,95,287	1,30,02,109
Contributions to provident and other funds	87,95,565	3,06,900
Share based payments to employees (Refer Note W)	2,22,30,000	-
Retirement benefits	87,93,494	1,23,016
Staff welfare expenses	37,23,635	13,388
	27,11,37,981	1,34,45,413
R: Depreciation and Amortisation Expenses		
Depreciation of tangible assets	7,16,071	-
Depreciation of right-of-use assets	67,94,090	-
Amortisation of intangible assets	19,65,238	-
	94,75,399	-
S: Finance Costs		
Interest on borrowings	15,61,096	-
Interest on lease liabilities	20,12,157	-
Other financial charges	2,41,523	-
	38,14,776	-
T: Other Expenses		
Consumption of stores and spares	2,37,111	-
Transport expenses	1,89,721	-
Advertising and sales promotion	2,11,20,185	-
Rent	5,67,657	5,80,579
Rates and taxes	47,50,000	-
Insurance	4,68,944	-
Power and fuel	1,47,469	-
<u>Repairs and Maintenance</u>		
- Others	33,16,064	-
Travelling and conveyance	44,58,138	-
Legal and professional fees	4,46,95,408	-
Payment to auditors	25,000	5,900
Other expenses	83,26,070	-
	8,83,01,767	5,86,479

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

U. Contingent Liabilities and Capital Commitments as on March 31, 2021 is NIL and as on March 31, 2020 is NIL.

V. Related Party Transactions
The Disclosure as per Ind AS 24 is attached as Annexure 1

W. Share based payment plans:
Disclosure as per Ind AS 102 is attached in Annexure 2

X. Retirement Benefit:
Disclosures as per Ind AS 19 is attached in Annexure 3

As per our Report of even date attached

For Vora & Associates
Chartered Accountants
(ICAI FRNo.: 111612W)

Digitally signed by
RONAK ASHOK RAMBHIA
Date: 2021.05.08
14:49:50 +05'30'

Ronak A. Rambhia
Partner
(Membership No.: 140371)

Place: Mumbai
Date: May 08, 2021

For and on behalf of the Board of Directors of
Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)

Mukul
Bhupendrabhai
Trivedi

Digitally signed by Mukul
Bhupendrabhai Trivedi
Date: 2021.05.08 10:58:26
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Mukul B Trivedi
(Director)
DIN: 00242399

Place: Mumbai
Date: May 08, 2021

NITIN
ACHYUT
KOLHATKAR

Digitally signed by NITIN ACHYUT
KOLHATKAR
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Date: 2021.05.08 11:50:53 +05'30'

Nitin Kolhatkar
(Director)
DIN: 03246005

Place: Mumbai
Date: May 08, 2021

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

Annexure 1 - Related Party Transactions

Disclosures as required by Indian Accounting Standards (Ind As 24) "Related Party Disclosures"

Nature of Relationship

(A) Holding Company

UPL Limited

(B) Fellow Subsidiaries

SWAL Corporation Limited

UPL Sustainable Agri Solutions Limited (Formerly known as Optima Farm Solutions Limited)

(C) Key Management Personnel and Their Relatives

Mr. Nitin Kolhatkar

Mr. Mukul B. Trivedi

Mr. Ashish Narkar

The following transactions were carried out with the Related Parties in the ordinary course of business:

(All amounts in ₹)

	Particulars	March 31, 2021	March 31, 2020
1	INCOME		
	Commission income		
	UPL Limited	12,44,780	-
	Swal Corporation Limited	2,98,21,789	-
	Interest on Loan		
	Swal Corporation Limited	1,20,548	-
2	EXPENSES		
	Interest on Loan		
	Swal Corporation Limited	15,61,096	-
3	Reimbursement of Expenses paid		
	UPL Limited	6,57,66,388	85,39,581
	Swal Corporation Limited	1,02,17,621	-
	UPL Sustainable Agri Solutions Limited (Formerly known as Optima Farm Solutions Limited)	6,74,951	-
4	Share Application Money recieved		
	UPL Limited	50,00,00,000	-
5	FINANCE		
	Loan Taken		
	Swal Corporation Limited	2,00,00,000	-
	Loan Repaid		
	Swal Corporation Limited	2,00,00,000	-
	Loan Given		
	Swal Corporation Limited	20,00,00,000	-
6	OUTSTANDING AT THE YEAR END		
	Inter Corporate loan given		
	Swal Corporation Limited	20,00,00,000	-
	Receivable		
	Swal Corporation Limited	1,75,04,856	-
	Payable		
	UPL Limited	6,87,73,875	85,39,581
	UPL Sustainable Agri Solutions Limited (Formerly known as Optima Farm Solutions Limited)	6,74,951	-

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

Annex 2 - Share based payment plans

During the year ended March 31, 2021, the following employee stock option plans (ESOPs) were in existence. The relevant details of the scheme and the grant are as follows:

Nurture Agtech Private Limited, has implemented Employee Stock Options Scheme titled 'AFS AGTech Phantom Option Scheme 2020' dated 18 December 2020 ("APOS 2020") whereby stock options aggregating to a maximum of 1,00,000 stock options would be granted to eligible employees of the Company.

The said ESOPs to be granted would be treated as cash settled share-based payment and the Company is required to fair value the ESOPs at each financial reporting date using option pricing model for the purpose of financial reporting.

Terms of Tranche A Phantom options

40,650 tenure based options to vest over a 5 year period.

Grant date: On or after March 31, 2020

Vesting Period: Over a period of 5 years in equal instalments

Exercise price: Exercise price shall be ₹ 1 per share for ESOPs granted as per APOS 2020

Exercisable event: Upon occurrence of a Liquidity Event.

Exercise period: 5 years

The fair value of the share options is estimated at the grant date using Black Scholes Option Pricing ("BSOP") method, taking into account the terms and conditions upon which the share options were granted.

Terms of Tranche B Phantom options

45,350 performance based options to vest only upon the following performance conditions being met –

i. Milestone 1: Valuation of the Company is USD 500 million

ii. Milestone 2: Valuation of the Company is USD 1 billion

Grant date: On or after March 31, 2020

Exercise price: Exercise price shall be ₹ 1 per share for ESOPs granted as per APOS 2020

Exercisable event: Upon occurrence of a Liquidity Event.

The fair value of the share options is estimated at the grant date using Monte Carlo Simulation Pricing ("MCS") method so as to evaluate whether the performance conditions (i.e. Milestone 1 and Milestone 2) have been achieved.

Details of the activity is summarised below:

Particulars	March 31, 2021
Outstanding at the beginning of the year	-
Exercisable at the beginning of the year	-
Granted during the year	86,000
Forfeited during the year	-
Exercised during the year	-
Expired during the year	-
Outstanding at the end of the year	86,000
Exercisable options	-
Vested options	7,453

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2021
Weighted average share price/market price (₹ per share)	3,033
Exercise price (₹ per share)	1
Expected volatility	50%
Life of the options granted (vesting and exercise period) in years	5 years
Expected dividends	-
Average risk-free interest rate	6.00% per annum

Effect of the employee option plan on the Statement of Profit or Loss and on its financial position

(All amounts in ₹)

Particulars	March 31, 2021
Total employee compensation cost pertaining to stock option plan	2,22,30,000
Liability for employee stock option plan outstanding as at the year end	2,22,30,000

Nurture Agtech Private Limited
(Formerly known as AFS Agtech Private Limited)
Notes to Financial Statement for the year ended March 31, 2021

Annexure 3 - Retirement Benefits

The company has provided to these liabilities based on actuarial valuations. Disclosure as required by Indian Accounting Standards (Ind AS- 19) "Employee Benefits" are given below :

Sr. No.	Particulars	Gratuity	Leave
		March 31, 2021	March 31, 2021
A	Present Value of funded obligation		
	Fair value of plan assets	-	-
	Present value of unfunded obligations	30,13,315	55,93,380
	Net liability	30,13,315	55,93,380
B	Expenses recognized for the year		
	Current Service Cost	30,13,315	56,74,633
	Interest on obligations	-	-
	Expected return on plan Assets	-	-
	Net actuarial losses (gains) recognized in the year.	-	-
	Total Included in employee benefit expenses.	30,13,315	56,74,633
C	Change in the Present Value of defined benefit obligations representing recognition of Opening and Closing Balance		
	Opening defined benefit obligation	-	-
	Service Cost	30,13,315	56,74,633
	Interest Cost	-	-
	Actuarial Losses (Gains)	-	-
	Benefits Paid	-	(81,253)
	Closing defined benefit obligation	30,13,315	55,93,380
D	Principal Actuarial assumptions at the balance sheet date		
	Discount rate	6.50%	6.50%
	Annual increase in Salary Costs	7.00%	7.00%