

**Notice is hereby given that the Sixth Annual General Meeting of the Members of Nurture Agtech Limited will be held on 19<sup>th</sup> September 2025 at 10.00 a.m. at the Registered Office of the Company at Uniphos House, C.D. Marg, 11<sup>th</sup> Road, Khar (West), Mumbai - 400052, to transact the following business:**

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**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nitin Kolhatkar (DIN:03246005), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To re-appoint Statutory Auditors for second term of five years:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Vora & Associates, Chartered Accountants (Firm Registration No.111612W), be and are hereby re-appointed as Statutory Auditors of the Company for second term of 5 years commencing from the financial year 2025-26, to hold office from the conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company on such remuneration, as agreed between the Board of Directors and the Statutory Auditors, plus goods and service tax as applicable and re-imbusement of out-of-pocket expenses incurred by them in connection with the audit of Accounts of the Company.

**RESOLVED FURTHER THAT** the Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution."

**SPECIAL BUSINESS:**

4. **Appointment of Mr. Ravishankar Cherukuri (DIN: 06755061) as a Whole-time Director of the Company**

To consider and if thought fit, to pass 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"), approval of the members of the Company be and is hereby accorded for appointment of Mr. Ravishankar Cherukuri (DIN: 06755061), Whole-time Director of the Holding Company viz UPL Sustainable Agri Solutions Limited, as a Whole-time Director of the Company, for a period of 5 (five) years from 1st October, 2025 to 30th September 2030 (both days inclusive), liable to retire by rotation, on the terms and conditions as detailed in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors be and are 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 Key Managerial Personnel 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."



**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 19th August 2025 has appointed Mr. Ravishankar Cherukuri (DIN: 06755061) as an Additional Director designated as Whole-time Director of the Company, liable to retire by rotation, subject to the approval of the members, for a period of 5 (five) years with effect from 1<sup>st</sup> October, 2025.

Mr. Ravishankar Cherukuri, Whole-time Director of the Holding Company, UPL Sustainable Agri Solutions Limited (UPL SAS), shall be appointed as a Whole-time Director of the Company pursuant to Section 203(3) of the Companies Act 2013 (the Act) and Rules framed thereunder.

Brief profile of Mr. Ravishankar Cherukuri is as under:

Mr. Ravishankar Cherukuri is an MBA from the Indian School of Business and holds a Bachelor's degree in Chemical Engineering from IIT Kharagpur. He brings in extensive all-round experience from his previous roles at Monsanto and Bayer. Most recently, he served as the Asia Digital Strategy & Enablement Lead at Bayer and prior to that, he was the VP of Marketing for India. He spent 10 years at Monsanto in various leadership roles, including Managing Director of Monsanto India. He also has a rich background in sales, supply chain, business strategy, and consulting, with notable stints at KPMG, BCG, Accenture, and Unilever.

Mr. Ravishankar shall hold the office of the Whole-time Director of the Company subject to the approval of the members in the General Meeting and on such terms and conditions as may be mutually agreed or as decided by the Board of Directors of the Company.

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

Mr. Ravishankar does not hold any shares in the Company and is not related to the promoter / promoter group or any other Director of the Company.

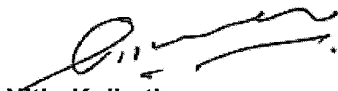
The Company has received declaration from Mr. Ravishankar stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received a notice under Section 160 of the Act from a member intending to nominate him to the office of Whole-time Director.

The Board recommends resolution at Item no. 4 as an Ordinary Resolution.

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

Mumbai: 19-08-2025

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



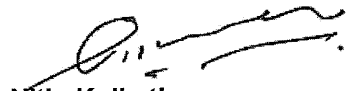



**Nitin Kolhatkar**  
Director  
DIN: 03246005p



**Annexure-1**

<b>Name of the Director</b>	<b>Ravishankar Cherukuri</b>
Director Identification Number	06755061
Age (in years)	51
Date of joining the Board	w.e.f. 1 <sup>st</sup> October 2025
Qualification, Profile and Expertise in specific functional area	As detailed in the Explanatory Statement
Terms and Conditions of Appointment	As detailed in the Explanatory Statement
Number of meetings of the Board attended (from the date of appointment upto the date of Notice)	NA
Remuneration details	As detailed in the Explanatory Statement
Member / Chairperson of the Committees of the Company	Nil
Directorships and Committee memberships in other companies	<b>Directorships:</b> <ul style="list-style-type: none"><li>• Venetto Technologies Private Limited</li><li>• Swal Corporation Limited</li></ul> <b>Committee memberships:</b> Nil
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

Mumbai: 19-08-2025

By Order of the Board of Directors  
For **Nurture Agtech Limited****Nitin Kolhatkar**  
Director  
DIN: 03246005**Nurture Agtech Limited**  
(Formerly Nurture Agtech Private Limited)  
8th Floor, Sakti Statesman, Green Glen Layout,  
Bellandur, Bengaluru, Karnataka 560 103, India.**Registered address:**  
Uniphos House, C.D. Marg, 11th Road, Khar  
West MUMBAI, Maharashtra 400052, India.  
CIN: U52240MH2019PLC335151 080 35000766  
 info@nurture.farm  
 www.nurture.farm

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate members must be supported by an appropriate resolution/authority, as applicable.
2. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (forty-eight) hours before the commencement of the Meeting.
3. Members /Proxies are requested to fill the Attendance Slip for attending the Meeting.
4. Only Registered Members of the Company may attend and vote at the Annual General Meeting.
5. 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.
6. 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.
7. The Statutory Registers of the Company will be available for inspection by the members at the Meeting.

Mumbai: 19-08-2025



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

  
**Nitin Kolhatkar**  
Director  
DIN: 03246005

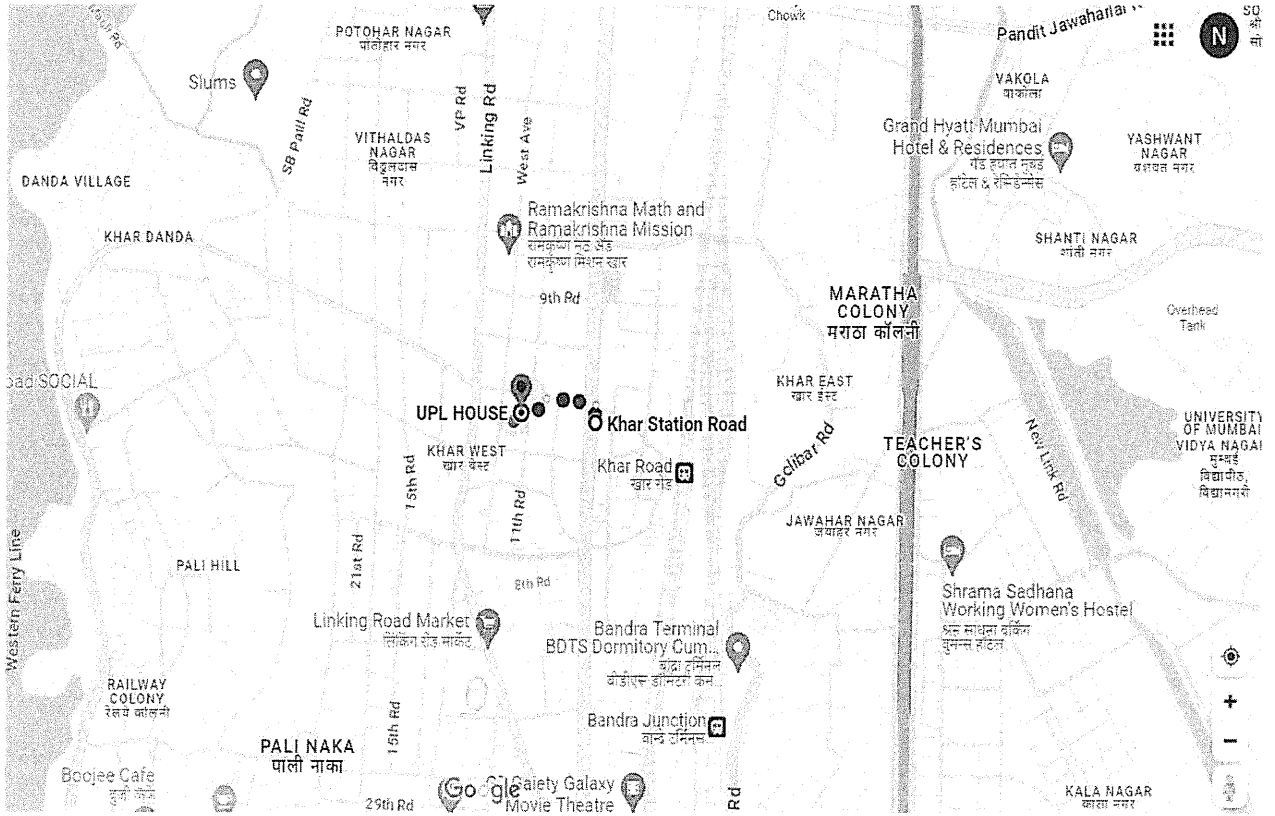


**Nurture Agtech Limited**  
**(Formerly Nurture Agtech Private Limited)**  
8th Floor, Sakti Statesman, Green Glen Layout,  
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## Route Map to the Venue of 6<sup>th</sup> Annual General Meeting of Nurture Agtech Limited



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