



Registered Office: Sy.No.251/A/1., Singannaguda Village Mulugu Mandal, Medak, Siddipet - 502279, Telangana, India

CIN: L01119TG2007PLC053901

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26th August, 2024

To

BSE Limited,

Listing Department, P J Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,

Listing Department, Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code: 544100

Trading Symbol: NOVAAGRI

SUB: NOTICE OF 17TH ANNUAL GENERAL MEETING OF THE COMPANY.

Ref: Regulation 30 read with sub para 12 of Para 'A' of Part 'A' of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In continuation to our intimations dated 10th August, 2024, please find enclosed the Notice convening the 17th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 20th September, 2024 at 4 PM IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), in accordance with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Notice shall be made available on the website of the Company at www.novaagri.in and the website of Central Depository Services (CDSL) e-Voting agency at www.evotingindia.com.

Please take the same on record and suitably disseminate it to all concerned.

Thanking you!

For Nova Agritech Limited

Neha Soni

Company Secretary & Compliance Officer

Encls as above

Notice

NOTICE is hereby given that the **17th Annual General Meeting** of the members of '**NOVA AGRITECH LIMITED**' will be held on Friday, the **20th day of September, 2024** at **4.00 P.M. IST** through Video Conference ("VC"), in conformity with the regulatory provisions and the circulars issued by Ministry of Corporate Affairs, Government of India to transact the following businesses:

Ordinary Business:

- 1. Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Director and Auditors thereon.**

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

"RESOLVED THAT the audited **standalone** financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the audited **consolidated** financial statements of the Company for the financial year ended 31st March, 2024 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the Board of Directors of the Company is authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions, and in connection with any matter incidental thereto."

- 2. To appoint a director in place of Mr. Kiran Kumar Atukuri (DIN: 08143781) who retires by rotation, and being eligible offers himself for re-appointment:**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mr. Kiran Kumar Atukuri (DIN: 08143781)**, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company, liable to be retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby jointly and severally authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

Special Business:

- 3. Re-appointment of Mr. Kiran Kumar Atukuri (DIN: 08143781) as Managing Director of the Company for a period of 3 years:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("Act"), and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act, Articles of Association of the Company, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), and other applicable provisions, if any, and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kiran Kumar Atukuri (DIN: 08143781) as Managing Director of the Company, for a period of 3 (three) years, with effect from **13th November, 2024** to **12th November, 2027** (both days inclusive), liable to retire by rotation, upon such terms and conditions including remuneration as set out in the Statement pursuant to Section 102(1) of the Act, annexed to this Notice."

"RESOLVED FURTHER THAT the Board of Directors of the Company shall, be at full liberty to revise/alter/modify/amend the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be accepted to Mr. Kiran Kumar Atukuri (DIN: 08143781), in accordance with the provisions of SEBI LODR Regulations, Section 196, 197 and/or Schedule V to the Companies Act, 2013 and/or other applicable provisions of the Act including any statutory modifications or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Managing Director, the remuneration, as detailed herein, shall be paid to him as minimum remuneration or such other remuneration as may be agreed between the Board of Directors and Mr. Kiran Kumar Atukuri (DIN: 08143781), in accordance with applicable provisions of the Act and SEBI LODR Regulations, including Schedule V of the Act for the time being in force."

"RESOLVED FURTHER THAT the Board of Directors of the Company hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise

the powers conferred on the Board by this Resolution) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

4. Re-appointment of Mrs. Swapna Kandula (DIN: 08719208) as a Non-Executive Independent Director of the Company for a second term of 5 years:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, (“SEBI LODR Regulations”), (including any statutory modification, amendment or re-enactment thereof, for the time being in force), Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Swapna Kandula (DIN: 08719208), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations; is re-appointed as Non-Executive Independent Director of the Company for a second term of 5 (five) years, commencing from 19th March, 2025 to 18th March, 2030, whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

5. APPROVAL FOR PAYMENT OF MANAGERIAL REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination & Remuneration Committee, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to pay the following managerial remuneration to Executive Directors which exceeds 2.5 % (Two and half per cent) of the net profits of the Company individually and also exceeds the limit of 5% (five percent) of the net profits

of the Company in aggregate, computed in the manner laid down in Section 198 of the Companies Act, 2013:

Name of Executive Director	Annual remuneration [₹]
Mr. Kiran Kumar Atukuri	1,00,00,000
Mrs. Malathi Sirirpurapu	3,00,00,000
Total	4,00,00,000

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(1) read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, and the Rules made thereunder and pursuant to the recommendation of Nomination & Remuneration Committee, Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to continue paying the overall managerial remuneration to all Executive Directors above **11% (eleven percent)** of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013 and remuneration payable to managing director individually exceeding 5% (five percent) of the net profits of the company, computed in the manner as laid down in Section 198 of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

6. Ratification of Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 (“the scheme”) and grant of options/SARs/other benefits under the scheme:

*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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate

authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the **“Nova Agritech Limited Share Based Employee Benefit Scheme – 2022”** (hereinafter referred to as the **“the Scheme”**), as approved by the Members of the Company on 19th December, 2022, prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited, be and is hereby ratified within the meaning of the SEBI (SBEBase) Regulations, 2021, as detailed in the explanatory statement annexed hereto.”

“RESOLVED FURTHER THAT the consent accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include the Nomination and Remuneration Committee which has been duly constituted by the Board, known as the Compensation Committee pursuant to Regulation 5 of **SEBI (SBEBase) Regulations, 2021** to exercise its powers, including the powers conferred under this resolution (hereinafter referred as “Compensation Committee”) to introduce, notify and implement the said Scheme and further to create, issue, offer, grant, allot and/or transfer from time to time, upto a maximum of 5,00,000 (Five Lakh) Options /SARs/Shares or any Other Benefits exercisable into equity shares of ₹ 10/- (Rupees Ten) each **corresponding to** 25,00,000 (Twenty Five Lakh) Options /SARs/Shares or any Other Benefits exercisable into equity shares of ₹ 2/- each that may be granted pursuant to the Scheme, in one or more tranches, unless otherwise determined by the Committee, through an **Nova Agritech Limited Employees Welfare Trust**, a trust established by the Company for implementation and/or administration of **the Scheme** (hereinafter referred to as “Trust”), at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, **SEBI (SBEBase) Regulations, 2021** and in due compliance with other applicable laws and regulations and for the benefit of eligible Employees of the Company (including the present and future employees) whether the whole-time director or not, whether in India or abroad, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and to the Employee(s) of the Company whether in or outside India and such other persons as may be decided by the Board from time to time being eligible under applicable law(s) (hereinafter referred to as **“Employees”**) under **the Scheme** through **“Nova Agritech Limited Employees Welfare Trust”** (hereinafter referred to as **“the Trust”**) established by the Company in accordance with the applicable laws, on such terms and in such manner including the price of Options /SARs/Shares or any Other Benefits as the Board/Compensation Committee may decide in accordance with the provisions of the

law as may be prevailing at the relevant time, be and is hereby ratified.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the issuance and allotment of 5,00,000 equity shares of ₹ 10 (Rupees Ten) each at a price of ₹ 25 per share (inclusive of premium of ₹ 15 per share) **corresponding to** 25,00,000 equity shares of ₹ 2 (Rupees Two) each to **Nova Agritech Limited Employees Welfare Trust** (hereinafter referred as “Trust”), a trust established by the Company for implementation and/or administration of **the Scheme** which shall rank pari-passu in all respects with the then existing Equity Shares of the Company, except that the **Nova Agritech Limited Employees Welfare Trust** or its Trustees shall not be entitled to exercise any voting rights on such number of equity shares held by it in its name, be and is hereby ratified.

“RESOLVED FURTHER THAT the authority accorded to the Board (including the Compensation Committee or such other person(s) as may be authorised), to administer, superintendent and implement the **Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** in due compliance and in conformity with applicable laws in this regard, be and is hereby ratified.”

“RESOLVED FURTHER THAT the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Plan shall be decided by the Board / Compensation Committee.”

“RESOLVED FURTHER THAT the equity shares to be transferred on exercise of Options /SARs/Shares or any Other Benefits shall be allocated to the Employees through **“Nova Agritech Limited Employees Welfare Trust”** (hereinafter referred to as **“Trust”**), which is established by the Company for implementation and/or administration of **the Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** and in accordance with the provisions of applicable laws.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, changes in capital structure, merger and sale of division/undertaking or any other re-organisation, if any, fair and reasonable adjustments under the Scheme, as it deems fit, with respect to the number of Options, exercise price and other necessary amendments to the Scheme shall be made for this purpose, be and is hereby ratified.”

“RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the pool reserved for the purpose of the Plan and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or

reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed under Regulation 15 of the SEBI (SBEBASE) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable in connection with the implementation of **the Scheme.**”

“RESOLVED FURTHER THAT the authority granted to Board (which term shall be deemed to include the Nomination and Remuneration Committee designated as the Compensation Committee) be and is hereby authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, documents, papers, grant letters, intimations and such other documents as may be required and/or in its absolute discretion as it may deem necessary for notification, administration, superintendence and implementation of the Scheme and to take such steps and do all such acts, deeds things and matters in this regard including but not limited to appointment of Solicitors, Registrars and other Advisors, Consultants or Representatives, intermediaries, filing of necessary forms and applications, intimations and disclosures with concerned authorities, Institutions for their requisite approvals as may be required under applicable laws from time to time without being required to seek any further consent or approval of the Members of the Company, be and is hereby ratified.”

“RESOLVED FURTHER THAT subject to compliance with applicable laws, the authority granted to Board / Compensation Committee to modify, change, vary, alter, amend, suspend or terminate **the Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021) as amended from time to time or any new regulations as may be applicable to the company in this regard and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of **the Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** and to do things which may be incidental and/or ancillary thereof including to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for such purpose, be and is hereby ratified.”

“RESOLVED FURTHER THAT the authority granted to Board / Compensation Committee to delegate all or any of its powers conferred in the aforesaid resolutions for administration, implementation and superintendence of **the Scheme to the Trust** established in this regard and shall also be authorised to nominate and appoint one or more officers of the Company for carrying out any or all of the activities that the Board / Compensation Committee is authorised to do for the purpose of giving effect to these resolutions, be and is hereby ratified.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

7. Ratification of extension of benefits under Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 (“the scheme”) to the employees of group company including subsidiary company(ies) or associate company 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the extension of the benefits of **Nova Agritech Limited Share Based Employee Benefit Scheme – 2022 (“the scheme”)** to the eligible Employees of a Group Company including a subsidiary(ies) or associate(s) (hereinafter referred as “Group Company”), as approved by the Members of the Company on 19th December, 2022, prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited, be and is hereby ratified within the meaning of the SEBI (SBEBASE) Regulations, 2021, along with the consent accorded to create, offer and grant from time to time, upto the maximum ceiling of 5,00,000 (Five Lakh) Options /SARs/ Shares or any Other Benefits exercisable into equity shares of ₹ 10/- (Rupees Ten) each **corresponding to 25,00,000 (Twenty Five Lakh) Options /SARs/Shares**”

or any Other Benefits exercisable into equity shares of ₹ 2/- each that may be granted pursuant to the Scheme to the eligible Employees of a Group Company including a subsidiary(ies) or associate(s) (hereinafter referred as "Group Company") including the present and future employees whether the whole-time director or not, whether in India or abroad, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) and to the Employee(s) of the Company whether in or outside India and such other persons as may be decided by the Board from time to time being eligible under applicable law(s) (hereinafter referred to as "Employees") under **the Scheme** through **"Nova Agritech Limited Employees Welfare Trust"** (hereinafter referred to as **"the Trust"**) established by the Company in accordance with the applicable laws, on such terms and in such manner including the price of Options /SARs/Shares or any Other Benefits as the Board/Compensation Committee may decide in accordance with the provisions of the law as may be prevailing at the relevant time."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

"RESOLVED FURTHER THAT the Authority granted to the Board / Compensation Committee to decide the number of ESOPs that may be granted to the Employee(s), in any financial year and in aggregate under the Scheme, be and is hereby ratified."

"RESOLVED FURTHER THAT the equity shares to be transferred on exercise of Options /SARs/Shares or any Other Benefits shall be allocated to the Employees through **"Nova Agritech Limited Employees Welfare Trust"** (hereinafter referred to as **"Trust"**), which is established by the Company for implementation and/or administration of **the Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** and in accordance with the provisions of applicable laws, be and is hereby ratified"

"RESOLVED FURTHER THAT the authority given to the Board (which term shall be deemed to include the Nomination and Remuneration Committee designated as the Compensation Committee) to make, sign, execute, submit, acknowledge, endorse, applications, deeds, documents, papers, grant letters, intimations and such other documents as may be required in its absolute discretion as it may deem necessary for notification, administration, superintendence and implementation of the Scheme and to take such steps and do all such acts, deeds things and matters in this regard including but not limited to appointment of Solicitors, Registrars and other Advisors, Consultants or Representatives, intermediaries, filing of necessary forms and applications, intimations and disclosures with

concerned authorities, Institutions for their requisite approvals as may be required under applicable laws from time to time without being required to seek any further consent or approval of the Members of the Company, be and is hereby ratified."

"RESOLVED FURTHER THAT subject to compliance with applicable laws, the authority given to Board / Compensation Committee to modify, change, vary, alter, amend, suspend or terminate **the Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021) as amended from time to time or any new regulations as may be applicable to the company in this regard and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of **the Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** and to do things which may be incidental and/or ancillary thereof including to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for such purpose, be and is hereby ratified."

"RESOLVED FURTHER THAT the authority granted to Board / Compensation Committee to delegate all or any of its powers conferred in the aforesaid resolutions for administration, implementation and superintendence of **the Scheme to the Trust** established in this regard and shall also be authorised to nominate and appoint one or more officers of the Company for carrying out any or all of the activities that the Board / Compensation Committee is authorised to do for the purpose of giving effect to these resolutions, be and is hereby ratified."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

- 8. Ratification of approval for grant of options /SARs/ shares/other benefits to the identified employee(s) during any one year, equal to or exceeding one percent of the issued capital of the company at the time of grant under the Scheme.**

*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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),

and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the approval granted by the Members of the Company on 19th December, 2022, prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited, to create, offer and grant from time to time, Options /SARs/Shares or any Other Benefits equal to or more than 1% of the issued, subscribed and paid-up capital of the Company (excluding outstanding warrants and conversions) of the company at the time of grant, during any one year, to identified employee(s) of the Company in accordance with SEBI (SBEBASE) Regulations, 2021 and the Scheme within the overall ceiling of 5,00,000 (Five Lakh) Options /SARs/Shares or any Other Benefits exercisable into equity shares of ₹ 10/- (Rupees Ten) each **corresponding to 25,00,000 (Twenty Five Lakh) Options /SARs/Shares or any Other Benefits exercisable into equity shares of ₹ 2/- each** that may be granted pursuant to the Scheme, be and is hereby ratified within the meaning of the SEBI (SBEBASE) Regulations, 2021.

“RESOLVED FURTHER THAT the authority granted to the Board (which term shall be deemed to include the Nomination and Remuneration Committee designated as the Compensation Committee) to make, sign, execute, submit, acknowledge, endorse, applications, deeds, documents, papers, grant letters, intimations and such other documents as may be required in its absolute discretion as it may deem necessary for notification, administration, superintendence and implementation of the Scheme and to take such steps and do all such acts, deeds things and matters in this regard including filing of necessary forms and applications, intimations and disclosures with concerned authorities, Institutions for their requisite approvals as may be required under applicable laws from time to time without being required to seek any further consent or approval of the Members of the Company, be and is hereby ratified.”

“RESOLVED FURTHER THAT the authority granted to the Board / Compensation Committee be and is hereby authorised to delegate all or any of its powers conferred in the aforesaid resolutions for administration, implementation and superintendence of **the Scheme to the Trust** established in this regard and shall also be authorised to nominate and appoint one or more officers of the Company for carrying out any or all of the activities that the Board / Compensation Committee is

authorised to do for the purpose of giving effect to these resolutions, be and is hereby ratified.”

9. Ratification for implementation of “Nova Agritech Limited Share Based Employee Benefit Scheme – 2022” through trust route.

*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 Sections 62(1)(b), 67 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations), 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time, and in accordance with and subject to such other circulars rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and subject to such other approvals, permissions and sanctions as may be necessary, the implementation of the **“Nova Agritech Limited Share Based Employee Benefit Scheme – 2022”** (hereinafter referred to as the **“the Scheme”**) through **“Nova Agritech Limited Employees Welfare Trust”** (hereinafter referred to as **“the Trust”**), established by the Company in accordance with the applicable laws for implementation and/or administration of the **Scheme** or for any other purpose(s) as contemplated herein and in due compliance with the Scheme and the provisions of the applicable laws and regulations, as approved by the Members of the Company on 19th December, 2022, prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited, be and is hereby ratified within the meaning of the SEBI (SBEBASE) Regulations, 2021, along with the consent accorded to the **“Board”**, which term shall be deemed to include the Nomination and Remuneration Committee of Directors which has been duly constituted by the Board and has been designated as the Compensation Committee pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021 and to exercise its powers, including the powers conferred under this resolution (hereinafter referred as “Compensation Committee”) to implement the such through such Trust.

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed under Regulation 15 of the SEBI (SBEBASE) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable in connection with the implementation of **the Scheme.**”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the authority granted to Board / Compensation Committee to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without being required to secure any further consent or approval of the Members of the Company, be and is hereby ratified.

10. Ratification of approval of provisioning of money to trust by the Company for implementation of Nova Agritech Limited Share Based Employee Benefit Scheme – 2022:

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 Sections 62(1)(b), 67(3) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time, and in accordance with and subject to such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and subject to such other approvals, permissions and sanctions as may be necessary the approval of the members of the Company accorded on 19th December, 2022, prior to the listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited, to the **“Board”**, which term shall be deemed to include the Nomination and Remuneration Committee of Directors which has been duly constituted by the Board and has been designated as the Compensation Committee pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021 and to exercise its powers, including the powers conferred by this resolution (hereinafter referred as **“the Compensation Committee”**) to grant an interest free loan or any other form of financial assistance permissible, or to provide guarantee or security in connection with a loan granted or to be granted to **“Nova Agritech Limited Employees Welfare Trust”** (hereinafter referred to as **“the Trust”**) established by the Company, in one or more tranches, not exceeding 5% (Five per cent) of the aggregate of the Paid-up Share Capital and Free Reserves of the

Company or such other limits as may be prescribed under applicable laws, for the purpose of subscription and/or purchase of equity shares of the Company by the Trust, in one or more tranches, subject to the overall ceiling of 5,00,000 (Five Lakhs) Options /SARs/Shares or any Other Benefits corresponding to 25,00,000 (Twenty Lakh) Options /SARs/Shares or any Other Benefits, for implementation of **“Nova Agritech Limited Share Based Employee Benefit Scheme – 2022”** (hereinafter referred to as **“the Scheme”**) or any other plan or share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as **“Employee Benefit Plan(s)”**) from time to time, with a view to deal in such equity shares in line with contemplated objectives of the Plan or for undertaking various activities and implementing the objects as contemplated in the Scheme and / or Trust Deed executed by the Company in this regard or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEBSE) Regulations, 2021 the Companies Rules and other applicable laws and regulations, be and is hereby ratified within the meaning of the SEBI (SBEBASE) Regulations, 2021.”

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Scheme and or Employee Benefit Plan(s) as the case may be subject to exercise price being paid by the employees on exercise of options/ SARs/ Shares or Other benefits under the Scheme or respective Employee Benefit Plan.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI (SBEBASE) Regulations, 2021.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the Shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non–promoter and non– public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure the compliance of all the applicable laws including SEBI (SBEBASE) Regulations, 2021 with respect to granting/vesting/exercising of the options, SARs, shares or any other benefit under the Scheme(s) being administered and implemented by the Trust including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the authority granted to Board of Directors of the Company to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution, be and is hereby ratified.”

11. Ratification of Remuneration of Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148 Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof and pursuant to the recommendation of the Audit Committee, the remuneration payable to **M/s M P R & Associates**, Cost Accountants (Firm Reg. No. 000413) appointed by the Board of Directors as the Cost Auditor of the company to conduct the audit of the cost records maintained by the company for financial year commencing on 01 April 2024 and ending on 31 March 2025, amounting to ₹ 1,00,000/- (Rupees One Lakh Only) exclusive of GST as may be applicable and out of pocket expenses if any, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee of the Board), is authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

12. Approval of Material Related Party Transactions for the Year 2024-25:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other provisions, if any of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or carry out and/or continue contract(s)/ arrangement(s)/ transaction(s) with ‘Related Parties’ within the definition as per Section 2(76) of the Act and ruled made thereunder and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, such that the maximum value of transaction(s) does not exceed as specified and detailed in the table forming part of the Explanatory Statement, annexed hereto, and on such terms and conditions as mutually agreed between such related party and the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board (which term shall deem to include any Committee of the Board) or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any Committee of the Board), be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

13. Approval of Material Related Party Transactions of the material subsidiary(ies) of the Company for the Year 2024-25:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other provisions, if any of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and pursuant to the Company’s policy on Related Party Transactions and based on the recommendation of the Audit Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or carry out and/or continue with the Related Party Transaction(s) by the material subsidiary(ies) of the Company (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with ‘Related Parties’ within the definition as per Section 2(76) of the Act and ruled made thereunder and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, such that the maximum value of transaction(s) does not exceed as specified and detailed in the table forming part of the Explanatory Statement, annexed hereto, and on such terms and conditions as mutually agreed between such related party and the material subsidiary(ies) of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board (which term shall deem to include any Committee of the Board) or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Notice (Contd.)

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any Committee of the Board), be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board

For, **Nova Agritech Limited**

Sd/-

Neha Soni

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 10th August, 2024

Notes

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made thereunder in respect of the special business set out in the notice, Secretarial Standard on General Meetings (“SS-2”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, is annexed hereto.
2. In all correspondence with the Company, Members holding shares are requested to quote their DP ID/ folio numbers.
3. The Ministry of Corporate Affairs (MCA), Government of India has introduced a ‘Green initiative in Corporate Governance’ by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder. Further, in compliance with MCA Circulars and SEBI Circular dated 12 May 2020, the Annual Reports are being sent in electronic mode only.
4. In case you have not registered your e-mail Id, please communicate the same to the Company at their communication address given in the Annual Report. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us participate in the Green Initiatives of the MCA and to protect our environment.
5. All documents referred to in the Notice shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company. Inspection by the Members can be done on any working day between 11:00 a.m. to 5:00 p.m. including the date of AGM of the Company and shall also be available at the venue of the AGM.
6. The Ministry of Corporate Affairs (“MCA”) has, vide General Circular No.09/2023 dated 25 September 2023 read along with General Circular No. 10 and 11/2022 dated 28 December 2022, General Circular No. 2/2022 dated 5 May 2022, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 19/2021 dated 8 December 2021, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 17/2020 dated 13 April 2020, and General Circular No. 14/2020 dated 8 April 2020 (collectively referred to as “MCA Circulars”), permitted companies to conduct Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”), subject to the compliance of various conditions mentioned therein. In compliance with the MCA Circulars, and applicable provisions of the Companies Act, 2013, and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 17th AGM of the Company is being convened and conducted through VC/OAVM.
7. The Company has enabled the members to participate in the 17th AGM without physical presence, through the VC facility provided by Central Depository Services (India) Limited (“CDSL”). The instructions for participation by members are given in the subsequent paragraphs.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company has provided the facility to the members to exercise their right to vote by electronic means through remote e-Voting and voting at AGM. The facility of casting votes by a member using remote e-Voting system as well as voting during the AGM will be provided by Central Depository Services (India) Limited (“CDSL”).
9. The Company has fixed 13th September, 2024 as the cut-off date (“the Cut-off Date”) to determine the eligibility of members to cast their vote by remote e-Voting, and voting during the 17th AGM, scheduled to be held on 20th September, 2024 through VC/OAVM.
10. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners, maintained by the depositories as on the cut-off date i.e., 13th September, 2024 only shall be entitled to avail the facility of remote e-Voting or voting during the AGM.
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 13th September, 2024.
12. In case of joint holder(s) attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2024 to 20th September, 2024 (both days inclusive) for the purpose of giving effect to the transmission and transposition requests lodged with the Company.
14. Any person, who acquires shares of the Company and becomes a member of the Company after cut-off date for dispatch of the Notice i.e. 23rd August, 2024, and holds shares as of the cut-off date for e-voting i.e., 13th September, 2024 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com or cs@novaagri.in with one’s DP ID and Client ID.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more

shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

16. As per the provisions of the MCA Circulars, members attending the 17th AGM through VC shall be counted for the purpose of reckoning the quorum within Section 103 of the Companies Act, 2013.
17. As per Section 105 of the Companies Act, 2013, and the rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on one's behalf. Since the 17th AGM is being held through VC, Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
18. In case of any query regarding the Annual Report, the members may write to cs@novaagri.in to receive an email response. The same will be replied by the Company, suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
19. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, shall be available for inspection by the Members of the Company without payment of fees at the Registered Office of the Company on any working day between 11:00 a.m. to 5:00 p.m. including the date of AGM of the Company.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member, as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned depository participant, and holdings should be verified from time to time.
21. Since the AGM will be held through VC/OAVM, the route map to the venue is not annexed to this Notice.
22. The AGM shall be deemed to be held at the registered office of the Company at Sy.No.251/A/1., Singannaguda Village Mulugu Mandal, Medak, Siddipet – 502279, Telangana, India.

Scrutinizer's Report

23. The Company has appointed Mr. M Ramana Reddy, Practicing Company Secretary, (CP No. 18415) to act as the Scrutinizer in its Board Meeting held on 10th August, 2024, to scrutinize the e-Voting process and voting at the AGM in a fair and transparent manner, and he has communicated his willingness to be appointed and availability for the same.
24. After completion of the scrutiny of the electronic votes, the Scrutinizer shall, first download the votes cast at the AGM, and thereafter unlock the votes cast through remote e-Voting, and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall be submitted to the Chairman / Company Secretary. The voting results along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM
25. The results, declared along with the report of the Scrutinizer, shall be placed on the website of the Company www.novaagri.in and on the website of CDSL at www.evotingindia.com immediately after the declaration of results by the Chairman, or a person authorized by him. The results shall, also, be immediately forwarded to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
26. Instructions for e-Voting and joining the AGM are as follows. Members can send their requests, if any, in this regard to cs@novaagri.in and helpdesk.evoting@cdslindia.com.

THE INSTRUCTIONS TO THE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 17th September, 2024 at 9.00 A.M. (IST) and ends on Thursday, 19th September, 2024 at 5.00 P.M. (IST). During this period shareholders' of the Company, holding shares as on the cut-off date (record date) of 13th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date through remote-evoting would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Notes (Contd.)

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Company “**Nova Agritech Limited**” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at ramanareddyilm@gmail.com/psrmr2020@gmail.com and to the Company at the email address at cs@novaagri.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Notes (Contd.)

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. All the shareholders of the company are holding shares in dematerialized form. Please update your email id & mobile no. with your respective **Depository Participant (DP)**
2. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

CONTACT DETAILS

Company	Nova Agritech Limited Phone: +91 84 5425 3446 Email: cs@novaagri.in
Registrar and Transfer Agent	Bigshare Services Private Limited Phone: 040 - 23374967 Email: bsshyd1@bigshareonline.com
Virtual Meeting / e-Voting Agency	Central Depository Services (India) Limited Toll Free No.: 1800 21 09911 Email: helpdesk.evoting@cdslindia.com
Scrutinizer	Mr. M Ramana Reddy Practicing Company Secretary Phone: 9059779006 Email: ramanareddyllm@gmail.com / psrmrr2020@gmail.com

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3:

Mr. Kiran Kumar Atukuri, aged 50 years, is the Promotor and Managing Director of the Company. He completed his Bachelor of Science in Agriculture from Acharya N. G. Ranga Agricultural University and Master of Business Administration from Nagarjuna University. He has almost two decades of experience in the field of Sales & Marketing, Product Development, Channel Management, Key Account Management and Client Relationship Management in Agricultural inputs Business. He has earlier worked with Rasi Seeds Private Ltd., Maharashtra Hybrid Seeds Co. Ltd., ICICI Bank, Monsanto, Syngenta and EID Parry. He is the guiding force behind all the corporate decisions and is responsible for the entire business operations specifically manufacturing and sales operations of our Company.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from the appointee, subject to approval of members, the Board of Directors, in their meeting held on 10th August, 2024, recommended the appointment of Mr. Kiran Kumar Atukuri as Managing Director of the Company, for a period of 3 (three) years, w.e.f. 13th November, 2024, and increased the remuneration upto ₹ 1,00,00,000/- per annum w.e.f. 10th August, 2024. The said appointment and terms of appointment, including remuneration to be paid to his require approval of the shareholders.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Kiran Kumar Atukuri, for the office of Director of the Company. Mr. Kiran Kumar Atukuri has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Mr. Kiran Kumar Atukuri.

Mr. Kiran Kumar Atukuri satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment

Accordingly, in terms of the provisions of Section 196, 197, and other applicable provisions of the Companies Act, 2013, and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee Board of Directors recommends the appointment of Mr. Kiran Kumar Atukuri, as set out under Item No. 3 for the approval of the members by way of **Special Resolution**.

Terms of appointment

A. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. **13th November, 2024 to 12th November, 2027** (both days inclusive), subject to retirement by rotation.

B. Remuneration, benefits and perquisites

Maximum consolidated remuneration up to ₹ 1,00,00,000/- (Rupees One Crore Only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, incentives w.e.f. 10th August, 2024.

C. Other

Service Contract: Not Applicable. However, the above terms may be treated as memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. Personal accident cover and term life insurance, mediclaim coverage, D&O Insurance, notice period etc. will be as per Company's policy.

Additional disclosures pursuant to the provisions of Schedule V of the Companies Act, 2013

- Payment of remuneration is approved by a resolution passed by the Board and Nomination and Remuneration Committee of the Company, vide resolutions passed dated 10th August, 2024.
- Your Company has not defaulted on any due to any bank or public financial institution, or other secured holder. Your Company has not issued any non-convertible debenture. Hence, the Company does not require prior approval of bank/or public financial institution / other secured creditor.
- Statement referred in clause (iv) of Section II of Part II of the Schedule V of the Companies Act, 2013 -

I. General information

- Nature of industry: Agro-product industry
- Date or expected date of commencement of commercial production: **NA**
- In case of new companies, expected date of commencement of activities, as per project approved by financial institutions, appearing in the prospectus: **NA**
- Financial performance based on given indicators

Explanatory Statement (Contd.)

Amounts are in INR Lakhs

Financial Parameter	Financial Years		
	2023-24	2022-23	2021-22
Total Revenue	18,007.28	11,716.62	11,605.23
Total Expenses	15,963.60	10,500.76	10,919.34
Net profit	1853.12	855.61	509.47
Paid Up Capital	1850.40	1304.05	1254.05
Reserves & Surplus	14044.66	2643.06	1833.02
Earning Per Share (EPS)	2.76	1.34	0.80

(5) Foreign investments or collaborations, if any: **There is no foreign collaboration in the Company.**

Foreign investment in the Company as on 31/03/2024 is as mentioned below:

S. No.	Category of Shareholder	No. of Shareholders	No. of Shares	% of shareholding
1.	Foreign Portfolio Investors Category I	5	4367667	4.72
2.	Non-Resident Indians (NRIs)	154	215240	0.23

II. Information about the appointee(s): Provided in Annexure-A to this Notice.

the respective Resolution, set out at Item No. 3 of this Notice.

III. Other information

- (1) Reasons of loss or inadequate profits: NA
- (2) Steps taken or proposed to be taken for improvement: NA
- (3) Expected increase in productivity and profits in measurable terms: The management of the Company is expecting better financial results in the future.

Other required information about the salary, perquisites, bonus, service contract, notice period, etc. is given in Explanatory Statement, annexed to this Notice.

- d. The brief resume and additional information of appointees, in pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India have been given in **Annexure A** to the Notice.
- e. The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/ re-appointment as specified under Section 190 of the Companies Act, 2013.

Your Board of Directors recommends the Resolution at Item No. 3 for approval by the Members by way of Special Resolution.

Except Mr. Kiran Kumar Atukuri (DIN: 08143781) being the appointee Director and her relatives, none of the Directors and/or and other Key Managerial personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in

ITEM NO. 4:

Mrs. Swapna Kandula, aged 46 years, is the Non-Executive Independent Director of the Company. She has done her Bachelor of Technology in Chemical Engineering from Nagarjuna University and Masters in Chemical Engineering from Lamar University, Texas, USA. She is a qualified Chemical Process Engineer /Plant Engineer/ Project Engineer. She is a Director of Arcadia Textiles Private Limited.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from the appointee, subject to approval of members, the Board of Directors, in their meeting held on 10th August, 2024, recommended the appointment of Mrs. Swapna Kandula (DIN: 08719208) as a Non-Executive Independent Director of the Company, w.e.f. 19th March, 2025 to 18th March, 2030, not liable to retire by rotation.

The Company has received the necessary declaration(s) from her, confirming that she meets the criteria as provided under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, she has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She is not disqualified from being appointed as a Director within provisions of Section 164 of the Companies Act, 2013, and rules made thereunder nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Further, she has also confirmed that she is compliant with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 has been obtained that the Director is not debarred from holding office of a director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mrs. Swapna Kandula fulfils the conditions for his appointment as an Independent Director, as specified in the Act and SEBI guidelines, and is independent of the management. Your Board believes that Mrs. Swapna Kandula continuation on on the Board will support in broadening the overall expertise of the Board. A copy of the appointment letter, setting out the terms and conditions of her appointment shall be available on the website of the Company at www.novaagri.in and will be available for inspection, without any fee, by the Members at the Company’s corporate office during normal hours on working days up to the date of Annual General Meeting and also at the Meeting.

The brief resume and additional information of appointees, in pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India have been given in **Annexure A** to the Notice.

Your Board of Directors recommends the Resolution at Item No. 4 for approval by the Members by way of Special Resolution.

Except Mrs. Swapna Kandula (DIN: 08719208) being the appointee Director and her relatives, none of the Directors and/or and other Key Managerial personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolution, set out at Item No. 4 of this Notice.

ITEM NO. 5:

Managerial Remuneration to Executive Directors who are promoters in excess of below-mentioned threshold shall be paid only with the approval of members by passing Special Resolution pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Annual remuneration payable individually exceeding 2.5% of the net profit or 5 (five) crores, whichever is higher.
- Annual remuneration in aggregate payable exceeds 5% of the net profits.

In this regard, the Company is seeking the approval of members of the Company, in order to pay the following aggregate managerial remuneration to the Executive Directors who are promoters of the Company:

Name of Executive Director	Annual remuneration [₹]
Mr. Kiran Kumar Atukuri	1,00,00,000
Mrs. Malathi Sirirpurapu	3,00,00,000
Total	4,00,00,000

As per the second proviso of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members shall be valid till the expiry of the term of such Executive Director.

Accordingly, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and Audit Committee, in its meeting held on 10th August, 2024, considered the proposal to continue the payment of the remuneration to Mrs. Malathi Sirirpurapu who was appointed in the 16th AGM held on 30th September, 2023 and approved the payment of Mr. Kiran Kumar Atukuri alongwith his re-appointment for a term of 3 (three) years including the fact that the annual remuneration payable to them individually is exceeding 2.5% and in aggregate is exceeding the limit of 5% (five percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, as prescribed in the Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approval of members of the Company.

The Board recommends the resolution setforth in Item No. 5 of the notice for approval of the members by passing a Special Resolution.

Mrs. Malathi Sirirpurapu and Mr. Kiran Kumar Atukuri are interested in the resolution set out at Item No. 5 of the Notice with regard to paying the managerial remuneration to Executive Directors of the Company who are promoters. Save and except the above, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6, 7, 8, 9 & 10:

Ratification of the adoption of the Nova Agritech Limited Share Based Employee Benefit Scheme - 2022 (“the Scheme”), and related matters

The Board of Directors (“Board”) of the Company and the members of the Company at their meetings held on 23rd November, 2022 and 19th December, 2022 respectively, approved the adoption of the “Nova Agritech Limited Share Based Employee Benefit Scheme – 2022” (“the Scheme”) for the benefit of the eligible employees of the Company, and its Subsidiary Company(ies), Associate Company(ies) and Group companies (as permitted), as may be decided by the Board/Compensation Committee from time to time.

The Scheme has been formulated with an aim to motivate the employees associated with the Company, to retain the best talents for a longer period, to provide ownership in the Company and to give them opportunity to participate and gain from the Company’s performance, thereby, acting as a retention tool as well as to align the efforts of such talent towards long term value creation in the organization.

Explanatory Statement (Contd.)

The Board (including Compensation Committee) shall administer the Scheme through **Nova Agritech Limited Employees Welfare Trust** ("Trust") in accordance with the applicable laws. The Trust currently holds *25,00,000 (Twenty Five Lakh) equity shares of ₹ 2/- each of the Company, which has been allotted to the Trust by the Board vide their resolution passed on 6th January, 2023.

**Note: On 6th January, 2023 5,00,000 equity shares of ₹ 10 each were allotted to Trust, which were subdivided pursuant to a resolution of our Board dated January 18, 2023 and Shareholders' resolution dated February 11, 2023, wherein each Equity Share of our Company of face value of ₹ 10/- each, fully paid-up, was sub-divided into five Equity Shares of face value of ₹ 2/- each and accordingly, 5,00,000 Equity Shares held by Nova Agritech Limited Employees Welfare Trust of face value of ₹ 10/- each were sub-divided into 25,00,000 (Twenty Five Lakh) Equity Shares of face value of ₹ 2/- each*

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEBASE) Regulations, 2021"), no company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEBASE) Regulations, 2021 and is ratified by its members subsequent to the listing of the shares of the Company.

Accordingly, approval of the Members is being sought for ratification of the Scheme and the issue of employee stock options ("ESOPs") and/or share appreciation rights ("SARs") to the eligible employees as may be determined by the Compensation Committee in accordance with the Scheme.

The disclosures as required by the applicable law are as follows:

The salient features, relevant disclosures and details of the Scheme are as follows:

a. Brief Description of the Scheme:

The Company formulated "Nova Agritech Limited Share Based Employee Benefit Scheme – 2022" ("the Scheme") which provides for grant of Options/SARs/shares or Other Benefits to the eligible employees of the Company (including the present and future employees) whether whole-time director or not, whether in India or abroad, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the Company and that of its Group Company(ies), Subsidiary Company(ies), Associate Company(ies), if any, and such other persons as may from time to time be eligible under applicable law(s) and as may be decided solely by the Board ("the Board" which term shall be deemed to include the Compensation Committee of Directors which has been duly constituted by the Board and has been designated as the Compensation Committee pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021.

The brief purpose / objects of the Scheme include the following:

- To motivate the employees to contribute to the growth and profitability of the Company.
- To retain the employees and reduce the attrition rate of the Company.
- To achieve sustained growth and the creation of Shareholder value by aligning the interests of the employees with the long term interests of the Company.
- To create a sense of ownership and participation amongst the employees to share the value they create for the Company in the years to come.
- To incentivize the senior and critical talents in line with corporate growth and creation of shareholders' value, and
- To provide additional deferred rewards to employees.

The Nomination and Remuneration Committee of the Board of Directors shall act as Compensation Committee (Committee) for the administration and superintendence of the Scheme. All questions on the interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. The Scheme shall be implemented through **Nova Agritech Limited Employees Welfare Trust**.

b. Total number of options/SARs/Other benefits to be offered and granted:

The total number of options/SARs/shares or other benefits etc., to be granted under **the Scheme** shall not exceed **5,00,000 (Five Lakhs)** in one or more tranches, from time to time, exercisable into equal number of Equity Shares of the Company of ₹ 10/- (Rupees Ten) each **corresponding to 25,00,000 (Twenty Five Lakhs)** exercisable into equal number of Equity Shares of the Company of ₹ 2/- (Rupees Two) each.

If any Options/SARs granted/ ESOS/other benefits under the Scheme lapsed, cancelled, forfeited, terminated surrendered or settled under any provision of the Scheme, such Option shall be available for further grant/or other benefits under the Scheme unless otherwise determined by the Committee.

Pursuant to SEBI (SBEBASE) Regulations, 2021 in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, requisite adjustments shall be made to the Options/SARs/shares or other benefits whether granted or to be granted, vested etc. Accordingly, subject to applicable laws, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Equity Shares to be allotted upon exercise of Options/

SARs/shares or other benefits shall be adjusted as per the provisions of the Scheme and in case of subdivision or consolidation of shares, the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Equity Share pertains to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted Options/ SARs/ shares or other benefits under the Scheme.

Further, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in the proportion of such additional equity shares issued subject to compliance of the SEBI (SBEBASE) Regulations, 2021.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Eligibility criteria of employees shall be determined by the Committee at its sole discretion in accordance with the applicable law. The Committee may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant/ vesting of Options/ SARs/ shares or other benefits under the Scheme and the terms and conditions thereof.

- Level and role of the employee in the Company
- Loyalty: It will be determined on the basis of tenure of employment of an employee
- Performance of employee during the financial year on the basis of the parameters decided by the Board of Directors.
- Performance of the Company as per the standards set by the Board of Directors.
- Employees' designation in the Career Group as per the HR Policy of the Company.
- The present and potential contribution of the employee to the success of the Company.
- High market value/difficulty in replacing the Employee.
- High risk of losing the Employee to competition.
- Value addition by the new entrant, if any.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

Following classes of employees shall be eligible to participate in the Scheme:

- i. Permanent employees of the Company working with the Company in India or outside India;
- ii. Director of the Company, whether a Whole Time Director or not; and

- iii. Permanent employees and Directors of the Subsidiaries of the Company, working with the respective subsidiary in India or outside India.

Following persons are not entitled to participate in the Scheme:

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a Director who either himself/herself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company; and
- iii. An Independent Director within the meaning of the Companies Act, 2013.

The identification and eligibility of the employees for the scheme shall be determined by the Compensation Committee based on the eligibility criteria in accordance with the Scheme or as may be determined by the Board in compliance with the applicable laws.

d. Requirements of vesting and period of vesting

- (i) Subject to applicable laws, there shall be a minimum vesting period of one year in case of Options/ SARs.
- (ii) Vesting period for Options/SARs shall commence after minimum 1 (One) year from the Grant Date and it may extend upto maximum period of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee.
- (iii) Vesting of Options/SARs will be on yearly basis and can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.
- (iv) The Vesting Schedule and terms and conditions thereof will be communicated to the respective grantees through Grant Letter. Subject to applicable law, the Committee shall have the power to determine the right of an Employee to Exercise all the Options/SARs vested in him at one time or at various points of time within the Exercise Period; and has the power modify or accelerate the vesting schedule.
- (v) The minimum vesting period of 1 (One) year as specified above, shall not apply in the event of death of the employee while in employment, all the options, granted under the scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be.
- (vi) The Actual vesting may further be linked with the eligibility criteria, as determined by the Committee and mentioned in the Grant Letter.

Explanatory Statement (Contd.)

- (vii) The Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the grant and first vesting.
- (viii) The Options/ SARs which get lapsed due to eligibility Criteria including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed/cancelled Options SARs.
- (ix) Further any fraction entitlement, to which the Grantee would become entitled to upon vesting of Options, then the Options to be actually vested, be rounded off to nearest lower integer.

e. Maximum period within which the Options/SARs/ other benefits shall be vested:

Options/SARs/other benefits granted under the Scheme would vest in accordance with the terms of each grant, subject to a maximum period of 5 (Five) years from the date of grant of such Options/SARs/ shares or other benefits.

f. Exercise price, SAR price, purchase price or pricing formula

Subject to SEBI (SBEBASE) Regulations and other provisions of applicable law if any, the Compensation Committee shall determine the Exercise Price of the Options Granted under the Scheme, as it may deem appropriate in conformity with the applicable accounting policies, if any,

Provided that the Exercise Price shall not be less than the face value of the Shares and not higher than the prevailing Market Price (on Stock Exchange with highest volume) of the Shares of the Company as on the Grant Date as discounted by such percentage as may be determined by the Committee in its absolute discretion. The Committee can vary the discount rates from Grantee to Grantee as per its discretion

Market price in this context refers to the meaning assigned to it under the SEBI (SBEBASE) Regulations.

Exercise Price will be intimated to the Option Holder / SARs Holder through the Grant Letter/ Agreement. No amount shall be payable at the time of Grant of Options. The Exercise Price shall be subject to any fair and reasonable adjustments that may be made on account of Corporate Actions of the Company in order to comply with the SEBI Regulations.

g. Exercise period, offer period and the process of exercise/acceptance of offer

The exercise period may commence from the date of vesting and will expire on completion of 2 (two) years from the date of vesting of Options/SARs/shares or other benefits, or such other period as may be decided

by the Compensation Committee at its sole discretion from time to time. If the Options/SARs/shares or other benefits are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Option holders towards such lapsed Options.

The vested options shall be deemed to be exercised when the Company receives the written notice of exercise of options in the manner and as per the prescribed format which is complete in all respects from the concerned option grantee (or his/her legal heir/ nominee in case of death of option grantee) entitled to exercise the options along with full payment of the exercise price for the equity shares underlying such vested options subject to payment/ recovery of applicable tax, if any. The vested options shall lapse if not exercised within the specified exercise period.

An employee may also opt for Cashless Exercise by making an application in such manner and in such format as may be prescribed by the Committee, from time to time, directing the Trust to sell the requisite number of Shares in lieu of Options exercised and crediting the sale proceeds after adjustment of Exercise Price, applicable taxes and other amounts, if any, in accordance with the terms and conditions of the Scheme.

The Options/SARs/shares or other benefits will lapse if not exercised within the exercise period, as specified. The Options/SARs/shares or other benefits may also lapse under certain circumstances as determined by the Committee even before expiry of the specified exercise period.

h. Appraisal process for determining eligibility of the employees:

The appraisal process for determining the eligibility of the employees shall be decided by the Compensation Committee from time to time based on parameters such as based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

The Board or the Committee may decide to extend the benefits of the Scheme to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

i. Maximum number of Options, SARs, Shares, to be offered and issued per employee and in aggregate, if any

- The maximum number of Stock Options to be granted to any eligible employee shall be decided by the Committee.
- The maximum number of options that may be granted per employee and in aggregate shall vary

depending upon the designation and the appraisal/assessment process,

- The Committee reserves the right to decide the number of options to be granted and the maximum number of options that can be granted to each employee within the ceiling limit prescribed hereat.

Subject to availability of Options in the pool under the Scheme, the number of options/ SARs/ shares or Other benefits that can be granted to the Employee(s) as may be identified by the Board/Committee under the Scheme, during any one year, may exceed 1% (one per cent) of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option, SAR, shares or incentive, as the case may be.

Total number of options/SARs/Grants to be granted under **the Scheme** shall not exceed 5,00,000 (Five Lakhs) of ₹ 10/- each **corresponding** to 25,00,000 (Twenty Five Lakh) of ₹ 2/- each, in one or more tranches, from time to time, exercisable into the equal number of Equity Shares of the Company.

Unless agreed otherwise between the Company and any Employee and subject to the corporate action(s) taken by the Company, if any, the grant of 1 (One) Option to an Employee under this Scheme shall entitle the holder of the Option to apply for 1 (One) Share in the Company upon payment of exercise price.

j. Maximum quantum of benefits to be provided per employee under the Scheme

Subject to availability in the pool, the maximum quantum of benefits that may be provided to every eligible Employee shall depend on the number of options / SARs granted / vested and exercised by the employee from time to time, however, may exceed 1% (one per cent) of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option, SAR, shares or incentive, as the case may be.

k. Lock-in period, if any

The Shares transferred to the Grantees pursuant to exercise of Options/SAR may be subject to Lock-in Period from the date of exercise of Options/ SARs by the Grantee as the Committee may decide in compliance of applicable rules and regulations. The Committee may prescribe different lock in period for Grantee to Grantee as per its discretion.

l. Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The Scheme shall be implemented through **Nova Agritech Limited Employees Welfare Trust**.

The Nomination and Remuneration Committee constituted by the Board of Directors, to be also

known as the Compensation Committee pursuant to Regulation 5 of **SEBI (SBEBASE) Regulations, 2021**, has been empowered for the purpose of administration and superintendence of “Nova Agritech Limited Share Based Employee Benefit Scheme - 2022”

The Committee is authorized to interpret the Scheme, to establish, amend and rescind any rule(s) and regulation(s) relating to the Scheme and to make any other determinations that it deems necessary or desirable for the administration and implementation of the Scheme. All questions on the interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

The powers and functions of the Committee can be specified, varied, altered or modified from time to time by the Board of Directors, subject to the rules and regulations as may be in force. The Board of Directors may further provide that the Committee shall exercise certain powers only after consultation with the Board of Directors and in such case; the said powers shall be exercised accordingly.

A member of the Committee shall abstain from participating in and deciding on any matter relating to grant of any Options/SARs/shares or Other benefits to himself.

In the event of any inconsistency between the provisions of the Scheme and the provisions of the employment offer letter or employment agreement of the eligible Employee, the provisions of the Scheme shall prevail.

m. Whether the ESOP Scheme involves issue of new Equity Shares by the Company or secondary acquisition or both

The Scheme contemplates issue of new Equity Shares by the Company to the Trust. No secondary acquisition is proposed under the said Scheme.

n. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

Subject to the provisions of Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, the amount of loan to be provided for implementation of the Scheme shall be such that it enables the Board / Committee to acquire such value of shares (number of shares x issue price per share) not exceeding the maximum permissible limit under the said Rules. The tenure of such loan shall be a maximum period of 5 years (to be calculated from the date of first grant made by the Committee or upon realisation of money subsequent upon exercise of options / SARs by the grantees, whichever is earlier. In the event the loan is not repaid, whether fully or partly, the Board/Committee shall be authorised to extend such tenure by another period of 5 years.

Explanatory Statement (Contd.)

The utilization of such loan shall be towards the objects of the Trust as mentioned in Trust Deed, including but not limited to

- acquire by way of subscription/direct allotment of equity shares of the Company (“the shares”) for the benefit of the Beneficiaries
- administer **Nova Agritech Limited Share Based Employee Benefit Scheme – 2022** and such other welfare activities as approved by the Board of Directors and Shareholders of the Settlor for the benefit of beneficiaries from time to time in accordance with applicable laws, the SEBI (SBEBASE Regulations), 2021 and as recommended by the Compensation Committee in compliance with applicable laws.
- provide benefits corresponding to Scheme, as applicable and relevant to the beneficiaries from time to time in accordance with applicable law.
- utilise the Trust Fund towards subscribing for the shares in the company, in pursuance to the limits provided under Applicable Laws (including without limitation of the SBEBASE Regulations) and in the manner provided under the Scheme
- provide any other benefit granted to beneficiaries under the Scheme

The Trust shall repay the loan to the Company out of the proceeds realized upon exercise of Options by the Grantees and the accruals of the Trust at the time of termination of the Scheme or in such other permissible manner, in one or more tranches.

o. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Not Applicable as the scheme as no secondary acquisition is proposed under the Scheme.

p. Accounting policies & Accounting Standards:

The Company shall conform to the accounting policies specified in Regulation 15 of SEBI (SBEBASE) Regulations, 2021 and accounting Standards to the extent applicable.

q. Method of valuation of Options/SARs

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Options/SARs granted, to calculate the employee compensation cost.

r. The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the

vested Options/SARs/other benefits in the event of a proposed termination of employment or resignation of employee.

Subject to the employment terms of a Grantee, the following terms shall be applicable:

In the event of cessation of employment due to death:

In the event of death of the employee while in employment, all the options or SARs or any other benefits granted under a scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be.

The Options or SARs or any other benefits would be exercisable by the Legal Heirs / Nominee within a period of 3 (Three) months from the date of vesting, failing which all the unexercised Options shall lapse irrevocably and the rights there under shall be extinguished.

All other terms and conditions of the Scheme shall apply to such Options or SARs or any other benefits provided that, in order to exercise the Options or SARs or any other benefits of the deceased Grantee, the Legal Heirs/Nominee have to submit the requisite documents to the Committee and complete the vesting / exercise related formalities.

In the event of cessation of employment due to permanent incapacity:

In case the employee suffers a permanent incapacity while in employment, all the Options/SARs /any other benefit granted to him/her under the scheme as on the date of permanent incapacitation, shall vest in him/her on that day. The Options/SARs/any other benefit would be exercisable within a period of 3 (Three) months from the date of permanent disability, failing which the entire unexercised Options shall lapse irrevocably and the rights there under shall be extinguished.

In the event of cessation of employment due to resignation or termination:

- a) All unvested Options/SARs/or any other benefit on the date of cessation, shall expire and stand terminated with effect from that date unless otherwise determined by the Committee whose decision will be final and binding.
- b) Subject the terms and conditions formulated by the committee in accordance with SEBI (SBEBASE) Regulations, all vested Options/SAR/ any other benefit as on that date shall be exercisable by the Grantee by last day of employment in the Organization or before expiry of exercise period, whichever is earlier. The vested Options/SARs/ any other benefit not so exercised shall lapse irrevocably and the rights thereunder shall be extinguished.

In the event of cessation of employment due to retirement/superannuation

In the event of cessation of employment due to retirement or superannuation, the Options/ SARs/any other benefit granted to an employee would continue to vest in accordance with the respective vesting schedules even after retirement or superannuation in accordance with the company's policies and the Applicable Law.

In the event of cessation of employment due to termination (due to misconduct or ethical/ compliance violations)

If a Grantee is terminated due to misconduct or ethical/ compliance violations, all Options/SARs/shares or other benefits granted whether vested or not shall stand terminated with immediate effect unless otherwise determined by the Committee, whose determination will be final and binding.

In the event that a Grantee is transferred or deputed to an Associate Company / Subsidiary / Holding Company prior to vesting or exercise of Options/ SARs the vesting and exercise of Options/SARs, as per the terms of grant, shall continue in case of such transferred or deputed Grantee even after the transfer or deputation.

In the event of a Grantee going on Long Leave, i.e. absence from the office for more than three months, the treatment of Options/SARs granted to him/her, whether vested or not, shall be determined by the Committee, whose decision shall be final & binding.

In the event where a Dispute arises between Grantee and the Company, vesting and/or exercise of Options/ SARs will be put on hold till the date of settlement, to the satisfaction of the Committee.

The Committee may modify the terms of grant, vesting and exercise of options/SARs in case of cessation of employment as mentioned in foregoing paras.

s. Transferability of Stock Options

The Stock Options granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall vest in the legal heir(s) or nominee(s) of such Stock Option holder, in accordance with the provisions of the Scheme.

The Compensation Committee shall be authorized to grant the Options/ SARs under the Scheme.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options and / or share appreciation rights may be granted to any of them pursuant to the Scheme.

In light of above, the Board thereby recommends passing of the resolutions as set out under Item Nos. 6, 7, 8, 9 and 10 of this notice for approval of the Members as special resolutions.

ITEM NO. 11:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 2nd April, 2024, considered and approved the appointment of M/s M P R & Associates, Cost Accountants (Firm Reg. No. 000413) as the cost auditor for the financial year 2024-25 at a remuneration of ₹ 42,000/- per annum plus applicable taxes and reimbursement of out of pocket expenses. Further, Board in its meeting held on 10th August, 2024 approved for increase in annual remuneration of Cost Auditors from ₹ 42,000/- to ₹ 1,00,000/- for FY 2024-25.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the year 2024-25.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 11 of the Notice for approval by the Members.

ITEM NO. 12:

Pursuant to the provisions of Section 188(1) and 177 of the Companies Act, 2013 (the 'Act'), read along with Rule 15 and 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, require prior approval of the Board and approval of the Audit Committee, and subsequently the members of the Company, which exceed such sum as are specified in Rule 15(3) of the said rules.

Further, as required in Regulation 23 of SEBI (LODR) Regulations, 2015, all material Related Party Transactions require the approval of the shareholders. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Explanatory Statement (Contd.)

However, the said approval of shareholders for material Related Party Transactions is not required for the transactions entered into between a holding company and its wholly-owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, in terms of Regulation 23(5) of SEBI (LODR) Regulations, 2015.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval, and to facilitate seamless contracting and

rendering/availing of products and services between the Company and related parties, the Company seeks the shareholders' approval for the said transactions by way of Ordinary Resolution, to approve entering into contracts/arrangements within the thresholds and conditions mentioned below.

All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The particulars of Related Party Transactions, which are required to be stated in Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

[Amounts are in INR Lakhs]

Related Party Transactions u/s Section 188(1) of the Companies Act, 2013	Nova Agri Sciences Private Limited	Nova Agri Seeds India Private Limited	Suraksha Agri Retails India Private Limited	Zeit Systems
Nature of Relationship	Wholly-Owned Subsidiary	Wholly-Owned Subsidiary	Promoter Company	Proprietorship of Director
Name of interested Director(s)/KMP	1. Malathi Sirirpurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Sirirpurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Sirirpurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri	Rajesh Cherukuri
Sale or supply of any goods or materials	2500	100	1500	1500
Purchase of any goods or materials	2500	100	1500	1500
Availing or rendering of any services, directly or through appointment of agent	1000	100	-	-
Selling or otherwise disposing of or buying property of any kind	2500	500	-	-
Leasing of property any kind	25	10	-	-
#Investment:				
For Formulation Plant	1420.11	Nil	-	-
For Working Capital	3548.58			
Giving Loans	2500	500		
TOTAL	15993.69	1310	3000	3000

Investment proposed in the subsidiary from the net proceeds to be received through IPO.

Material terms of the aforesaid transactions:

- These transactions are based on sales / purchase orders issued from time to time, and prices are negotiated and agreed mutually based on product specification.
- Going forward, your Company expects significant growth in business volumes with certain related parties, as a result of which transactions with those related parties may become material related party transactions. Right now, all these transactions are not material in nature, carried on with due approval of the Audit Committee.
- All such transactions carried may or may not be in the ordinary course of business and at arm's length basis.
- The limits mentioned above are for each category of transaction.

The Board recommends the resolution set forth in Item No. 12 of the notice for approval of the members by passing an Ordinary Resolution. **All related parties of the Company shall abstain from voting on the said resolution, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mrs. Malathi Sirirpurapu, Mr. Kiran Kumar Atukuri, Mr. Rajesh Cherukuri and Mr. Ramesh Babu Nemani are interested in the resolution set out in Item No. 12 of the Notice, with regard to this resolution.

No Director, except the one mentioned hereinabove, and Key Managerial Personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 12 of the Notice.

ITEM NO. 13:

Pursuant to Regulation 23(4) of SEBI (LODR) Regulations, 2015, all material Related Party Transactions of Material Subsidiaries require the approval of the shareholders. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

However, the said approval of shareholders for material Related Party Transactions is not required for the transactions entered into between a holding company and its wholly-owned subsidiary, whose accounts are consolidated with

such holding company and placed before the shareholders at the general meeting for approval, in terms of Regulation 23(5) of SEBI (LODR) Regulations, 2015.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval, and to facilitate seamless contracting and rendering/availing of products and services between the Company and related parties, the Company seeks the shareholders' approval for the said transactions by way of Ordinary Resolution, to approve entering into contracts/arrangements within the thresholds and conditions mentioned below.

All the contracts/arrangements and the transactions of material subsidiary(ies) with "related parties" are reviewed and approved by the Audit Committee.

The particulars of Material Related Party Transactions, pertaining to Material Subsidiary(ies) are as follows:

[Amounts are in INR Lakhs]

Related Party Transactions u/s Section 188(1) of the Companies Act, 2013	Nova Agritech Limited	Nova Agri Seeds India Private Limited	Suraksha Agri Retail India Private Limited	Zeit Systems
Nature of Relationship	Holding Company	Associate Company	Associate Company	Proprietorship of Director
Name of interest Director(s)/KMP	1. Malathi Sirirpurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Sirirpurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Sirirpurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri	Rajesh Cherukuri
Sale, purchase or supply of any goods or materials	2500	100	500	1000
Purchase of any goods or materials	2500	100	500	1000
Availing or rendering of any services, directly or through appointment of agent	1000	100	-	-
Selling or otherwise disposing of or buying property of any kind	2500	500	-	-
Total	8000	800	1000	2000

Material terms of the aforesaid transactions:

- These transactions are based on sales / purchase orders issued from time to time, and prices are negotiated and agreed mutually based on product specification.
- Going forward, your Company expects significant growth in business volumes with certain related parties, as a result of which transactions with those related parties may become material related party transactions. Right now, all these transactions are not material in nature, carried on with due approval of the Audit Committee.
- All such transactions carried may or may not be in the ordinary course of business and at arm's length basis.
- The limits mentioned above are for each category of transaction.

The Board recommends the resolution set forth in Item No. 13 of the notice for approval of the members by passing an Ordinary Resolution. **All related parties of the Company shall abstain from voting on the said resolution, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mrs. Malathi Sirirpurapu, Mr. Kiran Kumar Atukuri, Mr. Rajesh Cherukuri and Mr. Ramesh Babu Nemani are interested in the resolution set out in Item No. 13 of the Notice, with regard to this resolution.

No Director, except the one mentioned hereinabove, and Key Managerial Personnel or their relative is, directly or indirectly, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 13 of the Notice.

By Order of the Board

For, **Nova Agritech Limited**

Sd/-

Neha Soni
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 10th August, 2024

“Annexure - A”

Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Kiran Kumar Atukuri	Mrs. Swapna Kandula
DIN	08143781	08719208
Date of Birth	01/06/1974	30/12/1977
Date of appointment on the Board of the Company	09/07/2018	19/03/2020
Background Details/ Brief Resume		
i) Age	50	46
ii) Qualification	<ol style="list-style-type: none"> Bachelor of Science in Agriculture from Acharya N. G. Ranga Agricultural University Master of Business Administration from Nagarjuna University. 	<ol style="list-style-type: none"> Bachelor of Technology in Chemical Engineering from Nagarjuna University Masters in Chemical Engineering from Lamar University, Texas, USA
iii) Experience in specific functional area	20+ Years of Experience in in the field of Sales & Marketing, Product Development and Client Relationship Management in Agricultural inputs Business	She is a qualified Chemical Process Engineer /Plant Engineer/ Project Engineer and is Director of Arcadia Textiles Pvt. Ltd.
Nature of expertise in specific functional Areas	Agriculture & Marketing	Chemical processes
Job profile and suitability to the company	Experience and expertise as stated above	Experience and expertise as stated above
Recognition or awards	-	-
Terms and conditions of Appointment/ Re-appointment	As mentioned in the Resolution and Explanatory Statement	As mentioned in the Resolution and Explanatory Statement
Remuneration, last drawn (including sitting fees, if any)	₹ 58,91,856/-	₹ 4,00,000/- towards sitting fee
Remuneration proposed to be paid	As mentioned in the Explanatory Statement	Nil except sitting fee to be paid to all Non-Executive Directors
Pecuniary relationship in the Company	Mr. Kiran Kumar Atukuri does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to him.	Mrs. Swapna Kandula does not have any other pecuniary relationship in the Company.
Shareholding in the Company as on 31 March 2024*	Nil	Nil
Names of other companies in which he/she is acting as Director	<ol style="list-style-type: none"> Nova Agri Sciences Private Limited Nova Agri Seeds India Private Limited AIC- Nova Foundation for Agriculture Innovation and Research 	1. ARCADIA TEXTILES PRIVATE LIMITED
Directorship/membership/chairmanship of Committees of the board of Company	Managing Director of the Company. Membership in following Committees: <ol style="list-style-type: none"> Risk Management Committee - <i>Chairperson</i> Corporate Social Responsibility Committee - <i>Chairperson</i> 	Non-Executive Independent Director of the Company. Membership in following Committees: <ol style="list-style-type: none"> Stakeholders' Relationship Committee - <i>Chairperson</i> Nomination & Remuneration Committee - <i>Member</i>
Names of listed entities in which the person, also, is a director/ member / chairperson of committees of other Boards as on 31 March 2024	Nil	Nil
Number of meetings attended during the financial year	All 14 Board meetings	13 Board meetings



Name	Mr. Kiran Kumar Atukuri	Mrs. Swapna Kandula
Comparative remuneration profile with respect to industry, size of the Company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of origin)	Taking into consideration the size of the Company, the profile, experience, skills and responsibilities shouldered by Mr. Kiran Kumar Atukuri, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	NA
Name(s) of companies in which committee Membership(s) held	Nil	Nil
Relationship with other directors	No Relationship with other Director	No Relationship with other Director

* As per disclosure received from the Director

By order of Board of Directors of

Nova Agritech Limited

Sd/-

Neha Soni

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 10th August 2024

Registered Office:

Sy.No.251/A/1., Singannaguda Village

Mulugu Mandal,

Medak, Siddipet - 502279,

Telangana, India

Email: cs@novaagri.in

Website: www.novaagri.in