



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

**CIN:** UL01119TG2007PLC053901

**Website:** [www.novaagri.in](http://www.novaagri.in) • **Email:** cs@novaagri.in

**Tel:** +91 84 5425 3446

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, 16 <sup>th</sup> May, 2024 at 9.00 A.M. (IST)	Friday, 14 <sup>th</sup> June, 2024 at 5.00 P.M. (IST)

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, ("**the Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**") Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") as amended, read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and the latest one being General Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs (collectively the "**MCA Circulars**") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), to transact the Special business as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company ([www.novaagri.in](http://www.novaagri.in)) and on the website of CDSL.

The Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) in accordance with the aforesaid MCA and SEBI Circulars. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. The details of the procedure to cast the vote form part of the Notes to this Notice. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Friday, 14<sup>th</sup> June, 2024. Remote e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The remote e-voting period commences from 9.00 A.M. (IST) on Thursday, 16<sup>th</sup> May, 2024, and ends at 5.00 P.M. (IST) on Friday, 14<sup>th</sup> June, 2024.

The Company has appointed Mr. M Ramana Reddy (FCS: 11891 and COP No.: 18415), Practicing Company Secretary, to act as the Scrutinizer as authorized by the Board at its meeting held on 10<sup>th</sup> May, 2024, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced within 2 working days. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website [www.novaagri.in](http://www.novaagri.in) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and website of Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

## **RESOLUTION NO. 1**

### **1. APPOINTMENT OF MR. RAJESH CHERUKURI (DIN: 09840611) AS A DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made there under (as may be amended from time to time, including any statutory modification(s) or enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Rajesh Cherukuri (DIN: 09840611), who has been appointed as Additional Director by the Board of Directors of the Company w.e.f. 2<sup>nd</sup> April, 2024 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be are hereby authorized to do all such acts, deeds and things and things as may be necessary or desirable in connection with or incidental for giving effect to the above resolution including but not limited filing of requisite E-forms with Ministry of Corporate Affairs in this regard.”

## **RESOLUTION NO. 2**

### **2. APPOINTMENT OF MR. RAJESH CHERUKURI (DIN: 09840611) AS A WHOLE-TIME-DIRECTOR OF THE COMPANY FOR APERIOD OF 3 (THREE) YEARS:**

*To consider and, if thought fit, to pass the following Resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification or re-enactment thereof) and

the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Nomination and Remuneration Policy of the Company, as amended, and based on the recommendation of the Nomination Remuneration Committee and Board of Directors of the Company, Mr. Rajesh Cherukuri (DIN: 09840611) be and is hereby appointed as a Whole-time Director of the Company for a period of 3 years with effect from **2<sup>nd</sup> April, 2024** till **1<sup>st</sup> April, 2027**, 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 Postal Ballot Notice."

**"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) shall, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Rajesh Cherukuri (DIN: 09840611), in accordance with the provisions of SEBI Listing 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 any inadequacy or absence of profits in any financial during the tenure of his service in the Company as Whole-Time-Director, the remuneration as set out in the explanatory statement of this Resolution, shall be paid to him as minimum remuneration or such other remuneration as may be agreed between the Board of Directors and Mr. Rajesh Cherukuri (DIN: 09840611), in accordance with applicable provisions of the Act and SEBI Listing 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."

## NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 10<sup>th</sup> May, 2024 and whose e-mail IDs are registered with the Company / Depositories.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 10<sup>th</sup> May, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.novaagri.in](http://www.novaagri.in), websites of the Stock Exchanges i.e. BSE

Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Thursday, 16<sup>th</sup> May, 2024 to Friday, 14<sup>th</sup> June, 2024 basis the request being sent on [cs@novaagri.in](mailto:cs@novaagri.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 10<sup>th</sup> May, 2024 being the cut-off date fixed for the purpose.
9. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [cs@novaagri.in](mailto:cs@novaagri.in).
10. The Scrutiniser will submit his report to the Chairman or an Official authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Tuesday, 18<sup>th</sup> June, 2024. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, 14<sup>th</sup> June, 2024, being the last date specified by the Company for e-voting.
11. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., [www.novaagri.in](http://www.novaagri.in) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
12. The instructions for 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 Thursday, 16th May, 2024 at 9.00 A.M. (IST) and ends on Friday, 14th June, 2024 at 5.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10<sup>th</sup> May, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.
- (iii) 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.
- (iv) 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with</p>

demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

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

**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](http://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](mailto: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](mailto:ramanareddyilm@gmail.com) and to the Company at the email address at [cs@novaagri.in](mailto: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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**Date:** 10<sup>th</sup> May, 2024

**Place:** Singannaguda

**Registered Office:**

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

**By order of Board of Directors of  
Nova Agritech Limited**

**Sd/-  
Neha Soni  
Company Secretary & Compliance Officer**

## EXPLANATORY STATEMENT

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

### **ITEM NO. 1 AND 2:**

Based on the recommendation of Nomination and Remuneration Committee (“NRC”), the Board of Directors at its meeting held on 2<sup>nd</sup> April, 2024, appointed Mr. Rajesh Cherukuri (DIN: 09840611), as an Additional Director in the category of Executive Director of the Company with effect from **2<sup>nd</sup> April, 2024**, for which approval of members of the Company shall be sought within 3 months from the date of appointment.

Further, based on the knowledge, background, experience and past performance of Mr. Rajesh Cherukuri, subject to approval of members the Board of Directors in their meeting held on 02.04.2024 appointed Mr. Rajesh Cherukuri (DIN: 09840611) as Whole-Time Director of the Company for a period of 3 (Three) years w.e.f. 02.04.2024 till 01.04.2027. In terms of Section 196(4) the said appointment made by the Board of Directors which shall be subject to approval by a resolution at the next general meeting of the Company. Further pursuant to the provisions of Section 197 and/or Schedule V of the Companies Act, 2013, the terms of appointment (i.e., the remuneration) requires approval of shareholders by way of special resolution.

Mr. Rajesh Cherukuri, aged 37 years, had completed his Diploma in Mechatronics from the Nettur Technical Training Foundation, Tamil Nadu in 2007. He had started his career as a Robotics Engineer at OMAX Autos Ltd. Later, he worked for reputable organisations such as ANZ International, Nash Industries, Tata Power Systems Ltd, and Aptar Beauty & Home India Pvt. Ltd at various positions ranging from Senior Robotics Engineer to Senior Manager.

In January 2021, Mr. Rajesh founded ZEIT Systems, a process automation start-up company, using his professional skills and entrepreneurial knowledge. He possesses rich experience in marketing agriculture practices. He is skilled in a variety of lines, including production, packing, marketing and logistics.

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. Rajesh Cherukuri, for the office of Director of the Company. Mr. Rajesh Cherukuri 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. Rajesh Cherukuri.

Mr. Rajesh Cherukuri 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

The Nomination and Remuneration Committee and Board of Directors of the Company recommends the appointment of Mr. Rajesh Cherukuri with the approval of members of the Company. Accordingly, it is proposed to appoint Mr. Rajesh Cherukuri (DIN: 09840611) as a Director of the Company liable to retire by rotation, as set out under **Item No. 1** for the approval of the members by way of **Ordinary Resolution**.

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. Rajesh Cherukuri, as set out under **Item No. 2** 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., **02<sup>nd</sup> April, 2024 to 1<sup>st</sup> April, 2027**, subject to retire by rotation.

#### **B. Remuneration, benefits and perquisites**

Maximum consolidated remuneration up to Rs. 30,00,000 (Rupees Thirty Lakhs Only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, performance-based rewards/ incentives.

#### **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, notice period etc. will be as per Company's policy.

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

- a. Payment of remuneration is approved by a resolution passed by the Board and Nomination and Remuneration Committee of the Company, vide resolutions passed dated **2<sup>nd</sup> April, 2024**.
- b. 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.
- c. Statement referred in clause (iv) of Section II of Part II of the Schedule V of the Companies Act, 2013 -

### I. General information

(1) Nature of industry: *Agri-input Industry*

(2) Date or expected date of commencement of commercial production: **NA**

(3) In case of new companies, expected date of commencement of activities, as per project approved by financial institutions, appearing in the prospectus: **NA**

(4) Financial performance based on given indicators

*Amounts are in INR Lakhs*

Financial Parameter	Financial Years		
	2022-23	2021-22	2020-21
Total Revenue	11,716.62	11,605.23	12,527.97
Total Expenses	10,500.76	10,919.34	11,997.59
Net profit	855.61	509.47	379.66

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

### II. Information about the appointee(s): *Provided in Annexure-A to 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 appointee, pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India have been given in **Annexure A** to this Postal Ballot 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. 1 for approval by the Members by way of Ordinary Resolution and the Resolution at Item No. 2 for approval by the Members by way of Special Resolution.

Except Mr. Rajesh Cherukuri and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, 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. 1 and 2 of this Postal Ballot Notice.

**By order of Board of Directors of  
Nova Agritech Limited**

**Date:** 10<sup>th</sup> May, 2024

**Place:** Singannaguda

**Sd/-  
Neha Soni  
Company Secretary & Compliance Officer**

**Details of Directors seeking appointment through Postal Ballot Process**

*[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]*

<b>Particulars</b>	<b>Details</b>
Name	Mr. Rajesh Cherukuri
Category / Designation	Whole-Time-Director
DIN	09840611
Date of Birth	10/07/1987
Date of appointment on the Board of the Company	02/04/2024
Background Details/ Brief Resume	
i) Age	37
ii) Qualification	Diploma in Mechatronics from Nettur Technical Training Foundation, Tamil Nadu
iii) Experience in specific functional area	<p>He is expert in Monitoring and doing the projects to reduce power &amp; fuel cost &amp; Repair &amp; maintenance cost. Installation and internal expansion activities related to automation of lines, injection moulding machines &amp; secondary operation machines.</p> <p>Implementing the global policy in manufacturing line and conducting the training to operators and staff workers. Capable of Servicing and trouble shooting in Electrical Control Panels &amp; instruments. Handling preventive maintenance of PLC, PC based equipment.</p>
Nature of expertise in specific functional Areas	Rich experience in marketing agriculture practices. He is skilled in a variety of lines,



	including production, packing, marketing and logistics.
Job profile and suitability to the company	Experience and expertise as stated above
Recognition or awards	Nil
Terms and conditions of Appointment/ Re-appointment	As mentioned in the Resolution and Explanatory Statement
Remuneration, last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Maximum consolidated remuneration up to Rs. 30,00,000 (Rupees Thirty Lakhs Only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, performance-based rewards/ incentives
Pecuniary relationship in the Company	Mr. Rajesh Cherukuri does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to him.
Shareholding in the Company as on 31 March 2024*	Nil
Names of other companies in which he is acting as Director*	1. Nova Agri Sciences Private Limited 2. Nova Agri Seeds India Private Limited
Directorship/membership/chairmanship of Committees of the board of Company	Nil
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
Number of meetings attended during the financial year	Nil

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, knowledge, skills and responsibilities shouldered by Mr. Rajesh Cherukuri, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to their similar counterparts in other companies.
Name(s) of companies in which committee Membership(s) held	Nil
Relationship with other directors	No Relationship with other Director

*\* As per disclosure received from the Director*

**By order of Board of Directors of  
Nova Agritech Limited**

**Date:** 10<sup>th</sup> May, 2024

**Place:** Singannaguda

**Sd/-  
Neha Soni  
Company Secretary & Compliance Officer**

**Registered Office:**

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

Email: [cs@novaagri.in](mailto:cs@novaagri.in)

Website: [www.novaagri.in](http://www.novaagri.in)