

02nd September, 2026

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 19TH 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 14th August, 2026, please find enclosed the Notice convening the 19th Annual General Meeting (AGM) of the Company scheduled to be held on **Saturday, 26th September, 2026 at 10.30 AM 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 is being 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

Gopi Mallikharjuna Rao Avvaru

Company Secretary & Compliance Officer
M. No. A74930

Encls as above

Notice

NOTICE is hereby given that the **19th Annual General Meeting** of the members of ‘**NOVA AGRITECH LIMITED**’ will be held on Saturday, the **26th day of September, 2026 at 10.30 A.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, 2026 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, 2026 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, 2026 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. Rajesh Cherukuri (DIN: 09840611) 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. Rajesh Cherukuri (DIN: 09840611), 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 Mrs. Malathi Siripurapu (DIN: 03033944) as a Whole-Time 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 Sections 149, 152, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V to the Act, the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the re-appointment of Mrs. Malathi Siripurapu (DIN: 03033944) as Whole-Time Director of the Company for a period of three (3) years commencing from 17 March 2027 and ending on 16 March 2030 (both days inclusive), on such terms and conditions including remuneration as set out in the explanatory statement.

“**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 Mr. Rajesh Cherukuri (DIN: 09840611) as a Whole-Time 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 Sections 149, 152, 160, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajesh Cherukuri (DIN: 09840611), be and is hereby re-appointed as Whole-Time Director of the Company for a period of three (3) years commencing from 02nd April, 2027 and

ending on 01st April, 2030 (both days inclusive), on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice of this Annual General Meeting.

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 by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. **Re-appointment of Mr. Ramesh Babu Nemani (DIN: 08089820) 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, Mr. Ramesh Babu Nemani (DIN: 08089820), who has submitted a declaration that he 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 23rd March, 2027 and ending on 22nd March, 2032, 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.”

6. **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 2026 and ending on 31 March 2027, 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.”

7. **Approval of Material Related Party Transactions for the Year 2026-27:**

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

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and are hereby approved, ratified and confirmed in all respects.”	“ 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.” 8. Approval of Material Related Party Transactions of the material subsidiary(ies) of the Company for the Year 2026-27: <i>To consider and if thought fit, to pass the following resolutions with or without modification(s) as an Ordinary Resolution:</i> “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 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.”
	Place: Singannaguda Date: 14th August, 2026 By Order of the Board For, Nova Agritech Limited Sd/- Kiran Kumar Atukuri Managing Director DIN: 08143781

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 19th AGM of the Company is being convened and conducted through VC/OAVM. 7. The Company has enabled the members to participate in the 19th 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 19th September, 2026 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 19th AGM, scheduled to be held on 26th September, 2026 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., 19th September, 2026 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 19th September, 2026. 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. 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. 29th August, 2026, and holds shares as of the cut-off date for e-voting i.e., 19th September, 2026 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.
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14.

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 at least 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.

15.

As per the provisions of the MCA Circulars, members attending the 19th AGM through VC shall be counted for the purpose of reckoning the quorum within Section 103 of the Companies Act, 2013.

16.

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 19th 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.

17.

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.

18.

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.

19.

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.

20.

Since the AGM will be held through VC/OAVM, the route map to the venue is not annexed to this Notice.

21.

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
22.

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 **14th August, 2026**, 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.

23.

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

24.

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.

25.

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 Wednesday, 23rd September, 2026 at 9.00 A.M. (IST) and ends on Friday, 25th September, 2026 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date (record date) of 19th September, 2026 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.
- Step1: 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 | <div>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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</div> <div>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.</div> <div>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System My Easi New Tab and then click on registration option.</div> <div>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.</div> |
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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	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.

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
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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) 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. 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/psrmrr2020@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.

Notes (Contd.)

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

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 - 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.
 - 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.
 - Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - 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.
 - 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.
 - Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - 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.
 - 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.

- 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)**
 - 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, Assistant Vice President, (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:

Mrs. Malathi Siripurapu, aged 47 years, is the promotor of the Company. She completed her bachelors & masters of Commerce from Kakatiya University. She is having a decade of experience in managing the financial activities and operations of agriculture and agro-product industry.

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 **14th August, 2026**, recommended the appointment of Mrs. Malathi Siripurapu as Whole-Time-Director of the Company, for a period of 3 (three) years, w.e.f. 17 March 2027, and the said appointment and terms of appointment, including remuneration to be paid to her 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 Mrs. Malathi Siripurapu, for the office of Director of the Company. Mrs. Malathi Siripurapu has conveyed her consent to act as a Director of the Company and she also confirmed that she is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and she 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 Mrs. Malathi Siripurapu.

Mrs. Malathi Siripurapu 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 Board of Directors recommend the resolution, 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. **17th March, 2027 and ending on 16th March, 2030** (both days inclusive), subject to retirement by rotation.

B. Remuneration, benefits and perquisites

Maximum consolidated remuneration up to ₹ 3,00,00,000 (Rupees Three Crore 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, 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

- 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 10th August, 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: *Agro-product 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 Years			
Financial Parameter	2025-26	2024-25	2023-24	
Total Revenue	8,241.09	17,018.70	18,007.28	
Total Expenses	7,814.67	14,801.56	15,963.60	
Net profit	402.03	1,646.80	1853.12	
Paid Up Capital	1,850.40	1,850.40	1850.40	
Reserves & Surplus	16,093.49	15,691.46	14044.66	
Earning Per Share (EPS)	0.59	1.84	2.76	

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

Foreign investment in the Company as on 31/03/2026 is as mentioned below:

S. No.	Category of Shareholder	No. of Shareholders	No. of Shares	% of shareholding
1.	Foreign Portfolio Investors Category I	2	172894	0.19
2.	Non-Resident Indians (NRIs)	327	693137	0.75

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 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 Mrs. Malathi Siripurapu (DIN: 03033944) 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. 3 of this Notice.

ITEM NO. 4:

Mr. Rajesh Cherukuri (DIN: 09840611), aged 39 years, is the Whole Time Director of the Company. He is one of the potential directors for the Nova Agri Group. He is from the city of Ongole, Andhra Pradesh, which is recognised as India's agricultural hub. Mr. Rajesh earned his NTTF Diploma in Mechatronics from the Tuticorin campus in Tamil Nadu in 2007. He had started his first career as a Robotics Engineer at

OMAX Autos Ltd. Later, he worked for reputable businesses such as ANZ International, Nash Industries, Tata Power Systems Ltd, and Aptar Beauty & Home India Pvt.Ltd in a variety of positions ranging from Senior Robotics Engineer to Senior Manager.

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 **14th August, 2026**, recommended the appointment of Mr. Rajesh Cherukuri as Whole-Time-Director of the Company, for a period of 3 (three) years, w.e.f. 02nd April, 2027, and the said appointment and terms of appointment, including remuneration to be paid to him 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. Rajesh Cherukuri, for the office of Director of the Company. Mr. Rajesh Cherukuri has conveyed her 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 she 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.

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 Board of Directors recommend the resolution, as set out under Item No. 4 for the approval of the members by way of Special Resolution.

ITEM NO. 5:

Mr. Ramesh Babu Nemani (DIN: 08089820) is a Degree of Bachelor of Commerce from the M.R. Autonomous College, Vizianagaram, and has completed his Master of Commerce from the Andhra University. He has also completed his Master of Philosophy in Commerce and his Master of Business Administration from the Sri Venkateswara University and has completed PG Diploma in Functional English from the Andhra University.

Explanatory Statement (Contd.)

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 **14th August, 2026**, recommended the appointment of Mr. Ramesh Babu Nemani as Non-Executive Independent Director of the Company, for a period of 5 (Five) years, w.e.f. 23rd March, 2027, and the said appointment and terms of appointment, including remuneration to be paid to him require approval of the shareholders.

The Company has received the necessary declaration(s) from him, confirming that he 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, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He 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, he has also confirmed that he is compliant with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his 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, Mr. Ramesh Babu Nemani 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 Mr. Ramesh Babu Nemani continuation 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. 5 for approval by the Members by way of Special Resolution.

Except Mr. Ramesh Babu Nemani (DIN: 08089820) being the appointee Director and his 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. 5 of this Notice.

ITEM NO. 6:

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 **30th May, 2026**, considered and approved the re-appointment of M/s M P R & Associates, Cost Accountants (Firm Reg. No. 000413) as the cost auditor for the financial year 2026-27 at a remuneration of ₹ 1,00,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses, for FY 2026-27.

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 2026-27.

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. 6 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7:

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.

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]

Nature of Proposed Related Party Transactions	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
	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri	Rajesh Cherukuri
Name of interested Director(s)/ KMP				
Sale or supply of any goods or materials	2000	1000	1500	1500
Purchase of any goods or materials	2000	1000	1500	1500
Leasing of property any kind	25	10	-	-
Giving Loans	4000	500	1000	500
Availing Loans	4000	500	1000	500
TOTAL	12025	3010	5000	4000

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

Material terms of the aforesaid transactions:

- 1) These transactions are based on sales / purchase orders issued from time to time, and prices are negotiated and agreed mutually based on product specification.
- 2) 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.
- 3) All such transactions carried may or may not be in the ordinary course of business and at arm’s length basis.
- 4) The limits mentioned above are for each category of transaction.

The Board recommends the resolution set forth in item no. 6 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 Siripurapu, Mr. Kiran Kumar Atukuri, Mr. Rajesh Cherukuri and Mr. Ramesh Babu Nemani are interested in the resolution set out in Item No. 7 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. 7 of the Notice.

ITEM NO. 8:

As per Regulation 23(1) read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), 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 the applicable threshold prescribed under Schedule XII of the SEBI LODR Regulations.

However, in terms of Regulation 23(5) of the SEBI LODR Regulations, the requirement of obtaining prior approval of the shareholders shall not be applicable to 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 view of the applicable provisions of Regulation 23 of the SEBI LODR Regulations and to facilitate seamless contracting and rendering/availing of products and services between

the Company and its related parties, the Company seeks the approval of the Members for entering into the proposed contracts/arrangements and transactions, within the thresholds and conditions mentioned below, by way of an Ordinary Resolution.

All contracts/arrangements and transactions of the material subsidiary(ies) with related parties are reviewed and approved by the Audit Committee in accordance with the applicable provisions of the SEBI LODR Regulations.

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 Retails 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 Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri 4. Ramesh Babu Nemani	1. Malathi Siripurapu 2. Kiran Kumar Atukuri 3. Rajesh Cherukuri	Rajesh Cherukuri
Sale, purchase or supply of any goods or materials	2000	1000	1000	1000
Purchase of any goods or materials	2000	1000	1000	1000
Leasing of property any kind	25	10	-	-
Giving Loans	4000	500	1000	500
Availing Loans	4000	500	1000	500
Total	12025	3010	4000	3000

Material terms of the aforesaid transactions:

- 1) These transactions are based on sales / purchase orders issued from time to time, and prices are negotiated and agreed mutually based on product specification.
- 2) 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.
- 3) All such transactions carried may or may not be in the ordinary course of business and at arm's length basis.

- 4) The limits mentioned above are for each category of transaction.
- The Board recommends the resolution set forth in item no. 8 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 Siripurapu, Mr. Kiran Kumar Atukuri, Mr. Rajesh Cherukuri and Mr. Ramesh Babu Nemani are interested in the resolution set out in Item No. 8 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. 8 of the Notice.

Place: Singannaguda

Date: 14th August, 2026

By Order of the Board
For, Nova Agritech Limited

Sd/-
Kiran Kumar Atukuri

Managing Director
DIN: 08143781

“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	Mrs. Malathi Siripurapu	Mr. Rajesh Cherukuri	Mr. Ramesh Babu Nemani	
DIN	03033944	09840611	08089820	
Date of Birth	11/03/1979	10/07/1987	04/07/1976	
Date of appointment on the Board of the Company	17/03/2021	02/04/2024	23/03/2022	
Background Details/ Brief Resume				
i) Age	47	39	50	
ii) Qualification	Bachelor of Commerce from Kakatiya University	NTTF Diploma in Mechatronics from the Tuticorin campus in Tamil Nadu in 2007.	- M.Phil in Commerce from SV University - MBA (Finance & HR) from SV University	
iii) Experience in specific functional area	10+ Years of Experience in managing the financial activities and operations of agriculture and agro-product industry	15+ Years of Experience	More than 28 years of experience	
Nature of expertise in specific functional Areas	10+ Years of Experience in managing the financial activities and operations of agriculture and agro-product industry	He is one of the potential directors for the Nova Agri Group. He is from the city of Ongole, Andhra Pradesh, which is recognised as India's agricultural hub. Mr. Rajesh earned his NTTF Diploma in Mechatronics from the Tuticorin campus in Tamil Nadu in 2007. He had started his first career as a Robotics Engineer at OMAX Autos Ltd. Later, he worked for reputable businesses such as ANZ International, Nash Industries, Tata Power Systems Ltd, and Aptar Beauty & Home India Pvt.Ltd in a variety of positions ranging from Senior Robotics Engineer to Senior Manager.	- Training and Research experience in teaching and training personnel from different fields of various credentials, in the fields of Corporate Finance, Analysis and Interpretation of Financial Statements, Investment Analysis, Constructing and Maintenance of Portfolio, Wealth Management etc. to meet their professional and personal requirements. - As a Resource Person, trained the Post Graduate Students of various Business Schools and MBA Colleges, in the fields of Financial Accounting, Cost and Management Accounting, Corporate Finance with special emphasis on Preparation of Financial Statements, Reading and Understanding the Financial Statements, Analyzing the performance of the Company by Analyzing and Interpreting the Financial Statements with the help of various techniques like Ratio Analysis, Cash Flow Statements and Fund Flow Statement etc. to support the upcoming young managers in pursuing their career objective in the corporate world.	

Name	Mrs. Malathi Siripurapu	Mr. Rajesh Cherukuri	Mr. Ramesh Babu Nemani
Job profile and suitability to the company	Experience and expertise as stated above	Experience and expertise as stated above	Experience and expertise as stated above
Recognition or awards	Nil	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	As mentioned in the Resolution and Explanatory Statement	As mentioned in the Resolution and Explanatory Statement	As mentioned in the Resolution and Explanatory Statement
Remuneration, last drawn (including sitting fees, if any)	Rs. 271.82 Lakhs	Rs. 20.08	Nil
Remuneration proposed to be paid	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	Sitting Fee as paid to all the Directors
Pecuniary relationship in the Company	Mrs. Malathi Siripurapu does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to her.	Mr. Rajesh Cherukuri does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to him.	Sitting Fee as paid to all the Directors
Shareholding in the Company as on 31 March 2026	84,21,620 Shares of Rs.2/- Each constituting 12.92%	NA	NA
Names of other companies in which she/ He is acting as Director	1. Nova Dairy Tech India Private Limited 2. Suraksha Agri Retails (India) Private Limited 3. Nova Health Sciences Private Limited	1. Nova Agri Sciences Private Limited 2. Nova Agri Seeds Private Limited 3. Suraksha Agri Retails (India) Private Limited 4. Nova Feticare Private Limited 5. AIC – Nova Foundation For Agriculture Innovation And Research 6. Zeit Energy Private Limited	1. Manoj Vaibhav Gems 'N' Jewelers Limited 2. VSF Projects Limited 3. Athena Global Technologies Limited 4. GVR Infra Projects Limited 5. Nova Agri Sciences Private Limited 6. Nova Agri Seeds Private Limited
Directorship/membership/chairmanship of Committees of the board of Company	Whole-Time-Director of the Company. No membership in any Committee.	He is an Executive Director of the Company. No membership in any Committee.	He is an Independent Director of the Company. He is currently a member of three (3) Committees of the Board and also holds Chairmanship of two (2) Committees in different capacities.
Names of listed entities in which the person, also, is a director/ member / chairperson of committees of other Boards as on 31 March 2026	Nil	Nova Agri Sciences Private Limited (Unlisted Deemed Public Company)	1. Manoj Vaibhav Gems 'N' Jewelers Limited 2. VSF Projects Limited 3. Athena Global Technologies Limited
Number of meetings attended during the financial year	All	All	All

Name	Mrs. Malathi Siripurapu	Mr. Rajesh Cherukuri	Mr. Ramesh Babu Nemani
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 Mrs. Malathi Siripurapu, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	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 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	1. Nova Agri Sciences Private Limited	1. Manoj Vaibhav Gems 'N' Jewelers Limited 2. VSF Projects Limited 3. Athena Global Technologies Limited 4. GVR Infra Projects Limited 5. Nova Agri Sciences Private Limited
Relationship with other directors	No Relationship with other Director	No Relationship with other Director	Not related to any Directors

* As per disclosure received from the Director

Place: Singannaguda
Date: 14th August, 2026

By Order of the Board
For, **Nova Agritech Limited**

Sd/-
Kiran Kumar Atukuri
Managing Director
DIN: 08143781

Registered Office:
Sy.No.251/A/1., Singannaguda Village
Mulugu Mandal,
Medak, Siddipet - 502279,
Telangana, India
Email: cs@novaagri.in
Website: www.novaagri.in