



AgriNurture, Inc.

54 National Road, Dampol 2nd A, Pulilan, Bulacan 3005, Philippines

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25 March 2011

PHILIPPINE STOCK EXCHANGE, INC

Philippine Stock Exchange Plaza

Ayala Triangle, Avala Ave.

Makati City, Metro Manila

Attention : **MS. JANET A. ENCARNACION**

Head, Disclosure Department

MS. MAFIE DE LOS REYES

Disclosure Department

Subject : Special Meeting of the Board of Directors

Dear Madam:

The Board of Directors of AgriNurture, Inc. held a Special Meeting today, 25 March 2011 at its principal office. Please note in the attached document the matters taken up during the aforesaid meeting.

With our best regards.

Very truly yours,

KENNETH S. TAN

Chief Information Officer/Compliance Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **25 March 2011**
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Date of Report (Date of earliest event reported)
2. SEC Identification Number **A199701848** 3. BIR Tax Identification No. **200-302-092-000**
4. **AGRINURTURE, INC.**
Exact name of issuer as specified in its charter
5. **Pulilan, Bulacan, Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **#54 National Road, Dampol II-A, Pulilan, Bulacan, Philippines**
Address of principal office
- 3005**
Postal Code
8. **(02) 8793256**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
Common Shares	217,993,119
Title of Each Class	Number of Shares of Unissued Common Stock
Common Shares	82,006,881

11. Indicate the item numbers reported herein:

The Board of Directors of AgriNurture, Inc. (the "Company") held a **Special Meeting** at its principal office today, 25 March 2011. Below are the matters taken up during the aforesaid meeting:

Item 9: Other Items

The following have been approved and adopted by the Board of Directors:

- i. Subject to ratification by the stockholders and approval by the Securities and Exchange Commission (SEC), the amendment of the Articles of Incorporation of the Company for the following purposes:
 - a. To include "retail trade business" as a primary purpose of the Company as allowed and provided for under Republic Act No. 8762, otherwise known as the "Retail Trade Liberalization Act of 2000"; and
 - b. To increase the number of the Directors of the Company from nine (9) to eleven (11);

- ii. In the conduct of the Company's stock rights offering in relation to the intended increase in authorized capital stock, the terms shall be as follows:
 - a. Each stockholder of record shall be entitled to the right to subscribe to one (1) new share for every one (1) share held as of record date; and
 - b. The offer price shall be P1.00 per new share;
- iii. Subject to ratification by the stockholders, the issuance of convertible bonds and/or notes in the total amount of P1 Billion with a maturity of 5 to 10 years, and under such terms and conditions as may be determined by the Board of Directors and as may be warranted and allowed under existing laws, rules and regulations;
- iv. Subject to approval by the SEC, the amendment of the following terms and conditions of the Company's existing 20 Million Warrants relating to 20 Million common shares:
 - a. The warrants shall be converted from European Call Option to American Call Option; and
 - b. The strike price of the warrants shall be P10.00 per share;
- v. Offering of Employee Stock Option Plan to the Company's directors, officers and employees under such terms and conditions as may be determined by the Board of Directors and as may be warranted and allowed under existing laws, rules and regulations;
- vi. Filing of the pertinent application and such other necessary requirements with the Philippine Economic Zone Authority (PEZA) for the possible registration of the Pulillian, Bulacan office of the Company as an Agro-Industrial Economic Enterprise.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGRINURTURE, INC.
Issuer

25 MARCH 2011
Date



KENNETH S. TAN
CIO / Compliance Officer