

NOTICE

Shorter Notice is hereby given that I/November/2024-25 Extra Ordinary General Meeting of the members of **KF BIOPLANTS PRIVATE LIMITED** ("the Company") will be held on **Thursday, 07th day of November, 2024 at 02.30 P.M. (IST)** at the Registered Office of the Company situated at **S No.129/1 to 3C/1, Manjari (Budruk) Taluka Haveli, Pune – 412307** to transact the following businesses:

SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE GRANTING OF LOAN, GIVING GUARANTEE OR PROVIDING SECURITY FOR AN AMOUNT NOT EXCEEDING RS. 50,00,00,000/- (FIFTY CRORES ONLY) UNDER SECTION 185 OF COMPANIES ACT, 2013 TO M/S. FUTURE BIOPLANTS PRIVATE LIMITED.**

*To consider and if deemed fit, to pass, with or without modification, the following resolution as **Special Resolution**.*

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, and the provisions of Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any person duly authorized by the Board of Directors in this behalf or any of the director of the Company) to advance any loan including any loan represented by a book debt or give any guarantee or provide any security to the following persons in the following manner on such terms and conditions as the parties may decide mutually including the disbursement thereof for an aggregate amount not exceeding **Rs. 50,00,00,000/- (Fifty Crores Only)**.

Sr. No.	Name of Person/ Entity	Amount not exceeding (in Rs Actual)
1.	Futura Bioplants Private Limited	50,00,00,000/- (Fifty Crores Only).

RESOLVED FURTHER THAT **Mr. Manish Vimalkumar Jain (DIN: 00037571)**, Managing Director and/or **Mr. Kishore Shriram Rajhans (DIN: 07653503)**, Director of the Company be and is hereby severally/jointly authorised to decide and finalise in its absolute discretion all related matters in respect of the above mentioned loan(s) /guarantee(s)/security(ies) including but not limited to the terms and conditions, the entities, timing and the amount and the nature of each such loans(s)/ guarantee(s)/ security(ies), and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any one of the directors of the Company, be and is hereby authorized to file necessary form/s with the Registrar of Companies and to do all such acts, deeds, matters and things to give effect to this resolution.”

For and on behalf of the Board of Directors of
KF BIOPLANTS PRIVATE LIMITED

MANISH VIMALKUMAR JAIN

Managing Director | DIN: 00037571

Address- 11 Napier Road, Near Poolgate Bus Stop
Camp, Pune-411001



Date: 07th November, 2024

Place: Pune

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1. To consider and approve granting of loan, giving guarantee or providing security for an amount not exceeding Rs. 50,00,00,000/- (Fifty Crores Only) under Section 185 of Companies Act, 2013 to M/s. Future Bioplants Private Limited.

This statement forms part of the Notice dated 07th November, 2024 and should be read along with Agenda Item No. 1 as mentioned in the said Notice.

Section 185 of the Companies Act, 2013 as amended vides notification No. S.O. 1833 (E) notified on 7th May, 2018 mandates prior approval of its members vide special resolution in case any company intends to advance any loan, give guarantee or provide security to any body corporate in which the Director of the lending Company is interested in any way.

As Mr. Manish Vimalkumar Jain and Mr. Kishore Shriram Rajhans, Directors of the Company are also Directors on the Board of M/s Futura Bioplants Private Limited, thus the Company is required to obtain prior approval of the Members of the Company before advancing any loan or giving guarantee or providing security, as provided under Section 185 of the Companies Act, 2013.

On request of M/s Futura Bioplants Private Limited, the Company proposes to advance loan, give guarantee or provide security in connection with any loan taken by M/s Futura Bioplants Private Limited as a business requirement to them.

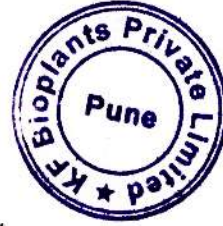
Approval of the Members of the Company is being sought pursuant to the requirements under Section 185 of the Companies Act, 2013 for granting loans, providing guarantees or securities in connection with any loan taken by M/s Futura Bioplants Private Limited upto an aggregate amount not exceeding Rs. 50,00,00,000/- (Fifty Crores Only)..

The Members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loans or guarantees or securities only for the principal business activities of M/s Futura Bioplants Private Limited. Accordingly, the Board of Directors of the Company recommends the Special Resolution for approval of the Members of the Company.

Mr. Manish Vimalkumar Jain and Mr. Kishore Shriram Rajhans, being concerned or interested as directors in the resolution as set out in the notice disclosed their interest. The Board recommends the Special Resolution set out in the Notice for the approval of the Members.



For and on behalf of the Board of Directors of
KF BIOPLANTS PRIVATE LIMITED



MANISH VIMALKUMAR JAIN

Managing Director | DIN: 00037571

Address- 11 Napier Road, Near Poolgate Bus Stand
Camp, Pune-411001

Date: 07th November, 2024

Place: Pune

FORM NO. MGT - 11

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered Address:
E-mail ID:
Folio No:

I/We, being the Member(s) of _____ equity shares of Rs. 10/- each of **KF BIOPLANTS PRIVATE LIMITED**, hereby appoint:

Name:
Address:
Email ID:
Signature:

or failing him

Name:
Address:
Email ID:
Signature:

or failing him

Name:
Address:
Email ID:
Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Thursday, 07th day of November, 2024 at 02.30 P.M. (IST)**

at the Registered Office of the Company situated at **S No.129/1 to 3C/1, Manjari (Budruk) Taluka Haveli, Pune – 412307** or at any adjournment(s) thereof, in respect of the resolution, as indicated below:

Sr. No.	RESOLUTION	For	Against
SPECIAL BUSINESSES			
1.	To consider and approve granting of loan, giving guarantee or providing security for an amount not exceeding Rs. 50,00,00,000/- (Fifty Crores Only) under Section 185 of Companies Act, 2013 to M/s. Future Bioplants Private Limited		

Signed this ____ day of _____ 2024

Signature of Member(s):

Signature of the Proxy holder(s):

**Affix
Revenue
Stamp**

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, S No.129/1 to 3C/1, Manjari (Budruk) Taluka Haveli, Pune – 412307, not less than 2 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. The form of Proxy confers authority to demand or join in demanding a poll.
4. The submission by a member of this form of Proxy will not preclude such Member from attending in person and voting at the Meeting.

ROUTE MAP FOR THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

Address: S No.129/1 to 3C/1, Manjari (Budruk) Taluka Haveli, Pune – 412307

Landmark: Krushnaji Khanduji Ghule Vidyalaya.

Distance from landmark: 2.9 Km

