NOTICE

SHORTER NOTICE is hereby given that I/JUNE/2024-25 Extra Ordinary General Meeting of the members of **KF BIOPLANTS PRIVATE LIMITED** ("the Company") will be held on **Saturday, 29th day of June, 2024** at 12.30 P.M. **(IST)** at the Registered Office of the Company situated at **2413, Kumar Capital, East Street Camp Pune -411001** to transact the following businesses:

SPECIAL BUSINESS:

1. **TO APPROVE MODIFICATION OF SCHEME OF LOANS GRANTED TO MR. MANISH VIMALKUMAR JAIN, MANAGING DIRECTOR (DIN: 00037571) UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

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, 186 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, and the provisions of Articles of Association of the Company, the consent of shareholders of the Company be and is hereby accorded to modify the scheme of loan as mentioned below in connection with any loan taken by Mr. Manish Vimalkumar Jain (DIN: 00037571), Managing Director of the Company:

1. The total amount of loan shall be not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crore only);
2. The maximum tenure of loan to be advanced to Managing Director shall be 2 years;
3. The Interest Rate to be charged shall be 8.21% per annum or may vary from time to time, as mutually decided by the Managing Director and the Board of Directors of the Company but in no case shall override the provisions of the Act.

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 so as to give effect to this resolution."

2. **TO APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY OUTSIDE LOCAL LIMITS OF THE CITY/ TOWN/ VILLAGE UNDER THE JURISDICTION OF THE SAME REGISTRAR OF COMPANIES (ROC).**

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 12 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as amended from time to time or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof) the consent of the shareholders of the Company be and is hereby accorded for shifting of the registered office of the Company, with immediate effect outside the local limits of the city under the jurisdiction of the same Registrar of Companies (ROC):

From: 2413 Kumar Capital, East Street, Camp, Pune - 411001

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

RESOLVED FURTHER THAT a name plate or board be affixed at the registered office with the name of the Company and address in letters easily legible both in English and vernacular language and that the address of the registered office be mentioned outside of every office or place in which its business is carried on, on all the letterheads, notices and all other documents as may be required, pursuant to the provisions of the Companies Act, 2013 or any other law as may be applicable.

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 are hereby jointly and/or severally authorized to do all such acts, deeds, matters, and things as it may be deem necessary and to sign, execute and submit all necessary documents, applications, returns, papers, deeds, e-forms, etc., required to be submitted to the Registrar of Companies, Pune and to any other authority for the purpose of giving effect to the aforesaid 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 Stand
Camp, Pune-411001

Date: 29th June, 2024
Place: Pune

NOTES:

1. A member entitled to attend and vote at this Extra Ordinary General Meeting (the "EOGM") may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. Proxies, in order to be effective should be duly filled, stamped, signed and must be received at the registered office of the Company before this Extra Ordinary General Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing such representative(s) to attend and vote on their behalf at the Meeting.

3. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

4. All Documents, referred to in the Notice are open for an inspection at the Registered Office of the Company during office hours between 09.00 a.m. to 5.00 p.m. on all working days except Sundays and Holidays up to the date of Extra Ordinary General Meeting of the Company.

5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.

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

Item No. 1. To approve modification of scheme of loans granted to Mr. Manish Vimalkumar Jain, Managing Director (DIN: 00037571) under section 185 of the companies act, 2013

This statement forms part of the Notice dated 29th June, 2024 and should be read along with Agenda Item No. 1 as mentioned in the said Notice.

The shareholders of the Company in their meeting held on 25th June, 2022 had approved on the recommendation of the Board of Directors of the Company the scheme of loan under Section 185 of the Companies Act, 2013 to **Mr. Manish Vimalkumar Jain** (DIN: 00037571), Managing Director of the Company amounting to Rs. 25,00,00,000/- (Indian Rupees Twenty five Crore only), at a rate of interest of 6.90% per annum, for a maximum tenure of two years.

The tenure of the loans granted to **Mr. Manish Vimalkumar Jain** (DIN: 00037571), Managing Director of the Company is expiring now. Hence, the board of directors is proposing the modification of the scheme of the said loan on the terms and conditions as mentioned in the resolution.

Section 185 of the Companies Act, 2013 (the "Act") mandates prior approval of its shareholders vide special resolution in case of approval of any scheme of loan to any managing or whole-time director of a company. Therefore, the Board of Directors of the Company hereby recommending the above modification for the approval of shareholders.

Mr. Manish Vimalkumar Jain, being concerned or interested in the resolution as set out in the notice, disclosed his interest. Except, **Mr. Manish Vimalkumar Jain** no other Director or Key Managerial Personnel of the Company / its relatives are, in any way, concerned or interested, in the resolution set out in the Notice. The Board recommends the Special Resolution set out in the Notice for the approval of the Members.

Item No. 2. To approve shifting of registered office of the Company outside local limits of the City/ Town/ Village under the jurisdiction of the same Registrar of Companies.

This statement forms part of the Notice dated 29th June, 2024 and should be read along with the Agenda Item No. 2 as mentioned in the said Notice

The Registered Office of the Company is presently situated at 2413 Kumar Capital, East Street, Camp, Pune – 411001. Considering the operational and administrative convenience it is now proposed to shift the Registered Office of the Company from 2413 Kumar Capital, East Street, Camp, Pune- 411001 to S No.129/1 to 3C/1, Manjari (Budruk) Taluka Haveli, Pune – 412307 i.e. Outside the local limits of the city/ town/ village under the jurisdiction of the same Registrar of Companies (ROC).

As per the provisions of section 12 and other applicable provisions, if any, of the Companies Act, 2013, the shifting of the Registered Office of the Company outside the local limits requires approval of the shareholders by way of Special Resolution. Therefore, the Board recommends the resolution as set out in Item No. 2 for approval of the shareholders as a Special Resolution.

No Director, Key Managerial Personnel, Manager or their relatives are, in any way, concerned or interested, in the 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 Stand
Camp, Pune-411001

Date: 29th June, 2024
Place: Pune