

NOTICE

To
The Members
KF Bioplants Private Limited -

Notice is hereby given that the 23rd Annual General Meeting of **KF Bioplants Private Limited** (the "Company") will be held on Thursday, **the 31st day of December, 2020** at the registered office of the Company at 2413 Kumar Capital, East Street, Camp, Pune-411001 at 10 AM (IST) to transact the following business, namely:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint M/s. S R B C & Co., LLP, Chartered Accountants (Firm Registration Number 324982E/E300003), as the Statutory Auditors of the Company to hold office from the conclusion of this 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company to be held in the calendar year 2025 and to authorize the Board of Directors to fix their remuneration.

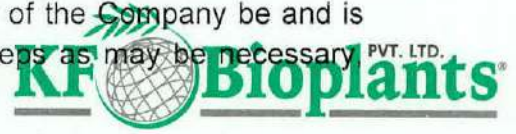
SPECIAL BUSINESS:

3. To adopt the new set of Articles of Association as per Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14, or any other applicable provisions of the Companies Act, 2013, (the "Act") read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company with new set of Articles of Association of the Company as per the provisions of the Act;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution."




4. To appoint Mr. Marc Anton Rost as a Director of the Company not liable to retire by rotation:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Marc Anton Rost (DIN: 08794687), who was appointed by the Board of Directors as the Additional Director of the Company with effect from 15th July, 2020 and who holds office up to the date of this Annual General Meeting in pursuance to Section 161 of the Act, be and is hereby appointed as the Director of the company, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby individually authorized to do all such acts, deeds, things, as may be necessary to give effect to this resolution."

By and on behalf of the Board of Directors
For KF Bioplants Private Limited


Kishore Rajhans
Director | DIN: 07653503

Date: 30th November, 2020

Place: Pune

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
5. Relevant documents referred to in the accompanying Notice and the explanatory statement, the Statutory Registers, the Audited Financial Statements, the Director's Report and the Auditor's Report, will be available for inspection electronically. Any Shareholder interested in inspection may write to Mr. Kishore Rajhans, Director at kishore@kfbioplants.com.
6. Members / proxies / authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Members are requested to notify the Company immediately the changes, if any, in the address in full with the postal area, pin code number, etc.
8. The 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, will be available for inspection by the members at the AGM.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.

Explanatory Statement

Pursuant to section 102 of the Companies Act, 2013



Item No. 3

The existing Articles of Association (the "AOA") of the Company are based on the Companies Act, 1956 and Joint Venture agreement (the "JV") entered between the shareholders of the Company. Since, the Companies Act, 2013 replaced the Companies Act, 1956 and also JV turned into void, the conditions and regulations of the existing AOA of the Company are no longer required to be followed by the Company. Hence, it is proposed to replace the existing AOA by set of new Articles of Association.

The new AOA to be substituted in place of existing AOA are based on table F of the Companies Act, 2013 which set out the model Articles of Association for a company limited by shares.

Accordingly, consent of the members of the Company is sought for passing a Special Resolution as set out in Item no. 3 of the Notice for adoption of new set of Articles of Association as per Companies Act, 2013.

A copy of the proposed set of new AOA of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 10 am to 5 pm upto the date of Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company / its relatives are, in any way, concerned or interested, in the resolution set out at Item No. 3 of the Notice. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

Item No. 4

Mr. Marc Anton Rost (DIN: 08794687) has been appointed as the Additional Director of the Company w.e.f. 15th July, 2020. This appointment was made pursuant to the provisions of Section 161 of the Companies Act, 2013.

Considering the potential value addition to be brought in by Mr. Marc Anton Rost it has been considered in the best interests of the Companies to appoint him as the Director of the Company in the forthcoming Annual General Meeting.

Memorandum of Interest:


None of the Directors and Key Managerial Personnel, except Mr. Marc Anton Rost (DIN: 08794687) being appointee, is interested or concerned in the said resolution.

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 Saturdays, Sundays and public Holidays up to the date of Annual General Meeting of the Company.

Details of Directors seeking appointment at the Forthcoming Annual General Meeting (In pursuance of Secretarial Standard 2 of ICSI)

NAME OF DIRECTORS	Marc Anton Rost
DIN	08794687
Date of Birth	16/06/1975
Nationality	Dutch
Shareholding in the Company	NIL
List of Directorships held in other Indian Companies	NIL
Membership/ Chairmanship of Committees of other boards	NIL
Age	45 years
Terms and Condition of Appointment including remuneration if any	As maybe decided mutually between the appointee and the board
Date of first appointment on the board	15th July, 2020
Relationship with other directors, Managers or KMP	No
No of board meeting attended during the year	NIL

By and on behalf of the Board of Directors
For KF Bioplants Private Limited


Kishore Rajhans
Director | DIN: 07653503

Date: 30th November, 2020
Place: Pune