

KF BIOPANTS PRIVATE LIMITED
2413 KUMAR CAPITAL EAST STREET CAMP PUNE MH 411001
CIN: U01122MH1997PTC106620
Tel: 91-20-2694 8400/401/403 | Email: info@kfbioplants.com
Website: www.kfbioplants.com

Notice of Extra-ordinary General Meeting

Notice is hereby given that the 1/August/2021-22 Extra-ordinary General Meeting of the members of KF Bioplants Private Limited ('the Company') will be held on Thursday the 12th Day of August, 2021 at 11.00 AM at the Registered Office of the Company at 2413, Kumar Capital East Street Camp Pune 411001 to transact the following business:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES UNDER BONUS ISSUE:

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

"RESOLVED THAT pursuant to the Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014, the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the company, consent of members be and is hereby accorded for a sum not exceeding Rs.1,78,500/- (Rupees One Lakh Seventy Eight Thousand and Five Hundred only) as required to be determined by the Board of Directors, out of the amount of Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) standing to the credit of Capital Redemption Reserve Account as at 31st March, 2020 be capitalized and transferred from Balance of Capital Redemption Reserve Account as may be required to be determined, shall be applied for allotment of New Equity Shares of Rs. 10/- each as fully paid up Bonus Shares to the persons who are the members of the Company as on 12th August, 2021, shall be the holders of equity shares on that date and that such new Equity Shares out of Company's unissued equity shares, credited as fully paid, be accordingly allotted as bonus shares to such persons in the proportion of 5 (Five) fully paid equity shares for every 303 (Three Hundred and Three) equity shares held by such person/s respectively on the said date (which shall be round up to the nearest whole number of shares) AND THAT they become entitled thereto for all purpose as capital.

FURTHER RESOLVED THAT the bonus shares of Rs. 10/- each shall be subject to the Memorandum & Articles of Association of the Company and shall rank pari passu in all respect and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in shares allotted.

FURTHER RESOLVED THAT, Mr. Manish Vimalkumar Jain (DIN: 00037571)–Managing Director and / or Mr. Kishore Shriram Rajhans (DIN: 07653503) be and is hereby authorized

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jointly / severally to do all such act and sign all such deeds and documents as may be required to give effect to the aforesaid resolution.

FURTHER RESOLVED THAT the return of allotment in PAS-3 be filed with the Registrar of the Companies and that the entries be made in the Register of Member and related share certificates be issued to them in due course of time".

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
2. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith.

**BY ORDER OF THE BOARD
FOR KF BIOPANTS PRIVATE LIMITED**



KISHORE SHRIRAM RAJHANS
DIRECTOR
DIN: 07653503

Date: 01.07.2021
Place: Pune

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 the following explanatory statements sets out all the material facts relating to the special business mentioned in the Notice and should be taken as forming part of the Notice.


ITEM NO 1.

The present Authorized Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 11,00,000 (Eleven Lakhs) Equity Shares Rs. 10/- (Rupees Ten Only) and 19,00,000 (Nineteen Lakhs) Non-Cumulative Preference Shares of Rs. 10/- (Rupees Ten Only), Paid-up share capital is Rs. 2,47,71,500/- (Rupees Two Crores Forty Seven Lakhs Seventy One Thousand Five Hundred Only) divided into 10,82,150 (Ten Lakhs Eighty Two Thousand One Hundred and Fifty) Equity Shares of Rs. 10/- (Rupees Ten Only) and 13,95,000 (Thirteen Lakhs Ninety Five Thousand) Non-Cumulative Preference Shares of Rs. 10/- (Rupees Ten Only) and the Reserves as per the audited accounts as on 31st March, 2020 are Rs 82,33,97,591/-. The Board of Directors at their meeting held on 01st July, 2021 have recommended the issue of bonus shares in the proportion of 5 (Five) new equity shares of Rs. 10/- (Rupees Ten only) each fully paid-up for every 303 (Three Hundred and Three) existing equity shares of Rs. 10/- (Rupees Ten only) each of the Company held by the members on a date (Record Date) to be hereafter fixed by the Board by capitalization of a sum of Rs. 1,78,500/- (Rupees One Lakh Seventy Eight Thousand Five Hundred only) from the Free reserves i.e. Capital Redemption Reserve Account or as decided by the Board of Directors of the Company.

The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and rules made thereunder and subject to such approvals, if required, from the statutory authorities.

The Directors of the Company and their relatives are deemed to be concerned or interested in the resolution at Item No. 1 only to the extent of shares held, if any, by them in the Company. The proposed Resolution does not relate to or affect any other Company.

**BY ORDER OF THE BOARD
FOR KF BIOPLANTS PRIVATE LIMITED**



KISHORE SHRIRAM RAJHANS
DIRECTOR
DIN: 07653503

Date: 01.07.2021

Place: Pune

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF HILVERDAFLORIST B V (PREVIOUSLY FLORIST DE KWAKEL BV) HELD ON MARCH 10th 2020 AT DE KWAKEL

APPOINTMENT OF AUTHORIZED REPRESENTATIVE

“RESOLVED THAT Mr.Kishore Rajhans, be and is hereby appointed as Authorized Representative of HILVERDAFLORIST B V (previously Florist De Kwakel B V) within the meaning of Section 113 of the Companies Act, 2013 (Indian Law) and that he be and is hereby authorized to act as representative of the Body Corporate and to attend and vote at any General Meetings or adjournment thereof of the **KF Bioplants Private Limited**, subject to fresh authorization given to some other person on this matter or until the same is withdrawn by way of passing the board resolution;

RESOLVED FURTHER THAT the aforesaid person be and is hereby authorized to appoint proxies to attend and vote at the aforesaid meetings instead of himself.”

FOR HILVERDAFLORIST B V (Previously Florist De Kwakel B V)



Director

M. Rost

Date: 16th March, 2020

To,

The Board of Directors of,
KF Bioplants Private Limited (the "Company")
2413 Kumar Capital, East Street, Camp, Pune-411001

Sub: Letter of Authority to attend General Meetings of the Company.

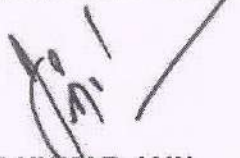
Dear Sir/Ma'am,

We hereby authorise **Mrs. Mamta Jain** to act as authorized representative on behalf of **Manish Vimalkumar Jain Family Trust**, to attend and vote at any General Meetings to be held hereinafter or any adjournment thereof of the **KF Bioplants Private Limited** of which the trust is a member in the view of the shares being held by it.

Kindly acknowledge the receipt of this authority letter.

Thanking you,
Yours sincerely,

By and on behalf of
Manish Vimalkumar Jain Family Trust


MANISH VIMALKUMAR JAIN
Trustee