



NOTICE is hereby issued to inform the members of KF BIOPANTS PRIVATE LIMITED (the “Company”) that the Extra Ordinary General Meeting of the Company will be held at 2413, Kumar Capital, East Street, Camp, Pune- 411 001 on **MONDAY 10 JANUARY 2022** at **11 AM** to transact the following business:

**SPECIAL BUSINESS:**

1. To consider and approve the conversion of Redeemable Preference Shares into Compulsorily Convertible Preference Shares.

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 48 and Section 55 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and pursuant to the provisions of the Articles of Association of the Company, approval of members is hereby granted for conversion of 13,95,000 non-cumulative redeemable preference shares of Rs.10/- each into 13,95,000 compulsorily convertible preference shares of Rs.10/- each.

The details of shareholders holding post approval of the aforesaid resolution will be as follows-

Name of Shareholder	No. of shares
<b>Equity shares of Rs.10/- each fully paid up</b>	
Manish Vimalkumar Jain Family Trust	5,50,000
Hilverda Florist B.V.	5,50,000
<b>Total</b>	<b>11,00,000</b>
<b>Compulsorily Convertible Preference Shares of Rs.10/- each fully paid up</b>	
Manish Vimalkumar Jain Family Trust	6,97,500
Hilverda Florist B.V.	6,97,500
<b>Total</b>	<b>13,95,000</b>

Regd. Office : Kumar Capital, 2413, East Street, Camp,  
Pune - 411 001, India. Tel : +91-20-6764 1660, 3058 3661 / 62

Unit : S. No. 129/1 to 3C, Manjari (Bk), Tal. Haveli, Dist. Pune - 412 307, India.  
Tel : +91-20-2694 8400 / 401 / 402 / 403 E-mail : info@kfbioplants.com

Website : www.kfbioplants.com

An ISO 9001:2015 Company

CIN : U01122MH1997PTC106620

EHRN : 31/14/3632/141216

Revised terms of the Preference shares shall be as follows –

Type of Security	Compulsorily Convertible Preference Shares
Face Value	Rs. 10 each (Rupees Ten)
Details of shareholders	Manish Vimalkumar Jain Family Trust - 697,500 shares Hilverda Florist B.V. 697,500 shares
Dividend	The holders of Compulsorily Convertible Preference Shares shall be entitled to receive dividend of 0.0001% per annum, which shall be paid in preference to the equity shareholders of the Company and also shall have preference over equity share in repayment of capital contribution.
Payment of dividend	Non – cumulative basis
Conversion Ratio	CCPS shall be convertible into equity shares in the ratio of 1 equity share of face value of Rs. 10 each for every 1 CCPS of the face value of Rs. 10 each.
Conversion Period	The preference shares shall be convertible into equity shares after the expiry of 1 year but before expiry of 10 years.
Redemption of preference shares	Not Applicable
Voting rights	The Preference shares shall not have any voting rights except as provided under the Companies Act, 2013

“FURTHER RESOLVED THAT the Board of Directors of the Company be and hereby authorised to execute relevant documentation and all necessary and ancillary documents and do all other incidental acts in this matter.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and hereby authorised to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable, including filing of requisite reports, returns or forms with Registrar of Companies and other concerned regulatory authorities.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to the aforesaid transactions and to do all acts, deeds and things in connection therewith and incidental thereto”

## 2. Alteration of capital clause of Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("the Act"), approval of members is hereby granted for altering the Memorandum of Association of the Company by substituting the existing Clause V thereof with the following new Clause V as under-

*V. The Authorised Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crore only) divided into 11,00,000 (Eleven Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and 19,00,000 (Nineteen Lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital for the time being of the company, into several classes and to attach thereto respectively preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Company.*

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to sign and file forms and other documents with the concerned authority/ies and to do all such acts, deed and things and execute all such applications, documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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By order of the Board of Directors of  
KF BIOPANTS PRIVATE LIMITED

  
KISHORE SHRIRAM RAJHANS  
Director | DIN: 07653503



Date: 15/12/2021  
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 not less than forty-eight hours before this Extra Ordinary General Meeting.
2. To support the 'Green Initiative', the Members are requested to register their e-mail addresses with the Company for further correspondence over e-mail.
3. An Explanatory Statement with respect to Special Business to be transacted at this Extra Ordinary General Meeting, as required under Section 102 (1) of the Companies Act 2013, is annexed hereto.
4. Statement pursuant to Section 102(1) of The Companies Act, 2013, is annexed herewith and forms part of the notice of Extra-Ordinary General Meeting.
5. Members are requested to notify the Company immediately the changes, if any, in the address in full with the postal area, pine code number, etc. by quoting their folio number.
6. Corporate Members intending to send their authorized representative(s) to attend the Extra Ordinary General Meeting are requested to send a certified copy of their Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Extra Ordinary General Meeting.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

This statement forms part of the Notice dated 15/12/2021 and should be read along with item as mentioned in the said Notice.

**ITEM NO 1:**

**BRIEF NOTE ON CONVERSION OF REDEEMABLE PREFERENCE SHARES INTO COMPULSORILY CONVERTIBLE PREFERENCE SHARES**

The Company had issued 6,97,500 non-cumulative preference shares each to ManishVimalkumar Jain Family Trust and Hilverda Florist B.V. aggregating to 13,95,000 non-cumulative preference shares.

Company has crossed maximum period of Redemption of these Preference shares i.e. 20 years. Company has not redeemed the preference shares held as above. Now ss per consent received by both the preference shareholder, the Company proposes to convert these redeemable preference shares into compulsorily convertible preference shares. Approval of preference shareholder is being sought by their written consent for such conversion from redeemable preference shares to Compulsorily Convertible Preference Shares.

The Compulsorily convertible preference shares shall be convertible into equity shares in the ratio of 1 equity share of face value of Rs. 10 each for every 1 CCPS of the face value of Rs. 10 each.

Terms of the preference shares -

<b>Type of Security</b>	Compulsorily Convertible Preference Shares
<b>Face Value</b>	Rs. 10 each (Rupees Ten)
<b>Details of shareholders</b>	Manish Vimalkumar Jain Family Trust - 697,500 shares Hilverda Florist B.V. - 697,500 shares
<b>Dividend</b>	The holders of Compulsorily Convertible Preference Shares shall be entitled to receive dividend of 0.0001% per annum, which shall be paid in preference to the equity shareholders of the Company and also shall have preference over equity share in repayment of capital contribution.
<b>Payment of dividend</b>	Non – cumulative basis
<b>Conversion Ratio</b>	CCPS shall be convertible into equity shares in the ratio of 1 equity share of face value of Rs. 10 each for every 1 CCPS of the face value of Rs. 10 each.
<b>Conversion</b>	The preference shares shall be convertible into equity shares after the

Period	expiry of 1 year but before expiry of 10 years.
Redemption of preference shares	Not Applicable
Voting rights	The Preference shares shall not have any voting rights except as provided under the Companies Act, 2013

Thus, in accordance with the provisions of Section 48 and Section 55 and other applicable provisions of the Companies Act, 2013 and rules made there under, the Company is proposing to convert 13,95,000 non-cumulative redeemable preference shares of Rs.10/- each into 13,95,000 compulsorily convertible preference shares of Rs.10/- each.

The Board recommends the Resolution set out in this Notice for approval of the Members as a Special Resolution.

*Memorandum of Interest:*

None of the Directors and their relatives are directly or indirectly concerned or interested in the agenda item mentioned in the notice. The Company has not appointed any key managerial personnel apart from directors of the Company and hence the question of disclosure of information with respect to key managerial personnel does not arise.

**ITEM NO 2:**

The Company intends to convert 13,95,000 non-cumulative redeemable preference shares of Rs.10/- each into 13,95,000 compulsorily convertible preference shares of Rs.10/- each as set out in item no. 1 which requires alteration in capital clause of Memorandum of Association of the Company.

The present Authorised Preference Share Capital of the Company is 19,00,000 (Nineteen Lakh) 10% Non-cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten). Therefore, it became necessary for the Company to alter the capital clause of the Company pursuant to conversion of these redeemable preference shares into compulsorily convertible preference shares.

Accordingly, the Board of Directors of the Company pursuant to Sections 13 has recommended altering Capital Clause V of the Memorandum of Association of the Company as –

The Authorised Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crore only) divided into 11,00,000 (Eleven Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and 19,00,000 (Nineteen Lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital for the time being of the company, into several classes and to attach thereto respectively preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with regulations of the

Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Company.

The Board recommends the Resolution set out in this Notice for approval of the Members as a Special Resolution.

*Memorandum of Interest:*

None of the Directors and their relatives are directly or indirectly concerned or interested in the agenda item mentioned in the notice. The Company has not appointed any key managerial personnel apart from directors of the Company and hence the question of disclosure of information with respect to key managerial personnel does not arise.

All documents referred to in the notice are open for inspection at the Registered Office of the Company up to the commencement of the Extra-Ordinary General Meeting.

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By order of the Board of Directors  
of KF BIOPANTS PRIVATE LIMITED

*Kishore*  
KISHORE SHRIRAM RAJHANS  
Director | DIN: 07653503



Date: 15/12/2021

Place: Pune