

NOTICE

**SHORTER NOTICE** is hereby given that 1/JUNE/2022-23 Extra Ordinary General Meeting of the members of **KFBIOPLANTS PRIVATE LIMITED**(the "Company") will be held on **Saturday, the 25<sup>th</sup> day of June, 2022 at 11:00 A.M. (IST)** at the Registered Office of the Company situated at **2413, Kumar Capital, East Street Camp Pune -411001** to transact the following business:

**SPECIAL BUSINESS:**

1. To approve granting of loans to **Mr. Manish Vimalkumar Jain (DIN: 00037571)**, Managing Director for a total amount not exceeding **INR 25 Crore** 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** in supersession to the earlier resolution passed dated 10<sup>th</sup> December, 2021 and 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, and the provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to approve 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 **INR 25,00,00,000/- (Indian 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 **6.90% p.a.**

**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**

  
**KISHORE SHRIRAM RAJHANS**  
Director | DIN: 07653503

Date: 24<sup>th</sup> June, 2022  
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

\*\*\*\*\*



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

This statement forms part of the Notice dated 24<sup>th</sup> June, 2022 and should be read along with the Agenda Item as mentioned in the said Notice.

Section 185 of the Companies Act, 2013 (the "Act") mandates prior approval of its members vide special resolution in case of approval of any scheme of loan to any managing or whole-time director of a company.

The Company has already approved the loans to **Mr. Manish Vimalkumar Jain (DIN:00037571)**, Managing Director of the Company for an amount not exceeding INR 10,00,00,000/- (Indian Rupees Ten Crore only) in its Extra-Ordinary General Meeting held on 10<sup>th</sup> December, 2021.

On the further request of **Mr. Manish Vimalkumar Jain (DIN: 00037571)**, Managing Director of the Company, the Board of Directors proposes the Company to increase the existing loan to **Mr. Manish Vimalkumar Jain (DIN: 00037571)**, Managing Director pursuant to the scheme of loan under section 185 of the Act as mentioned below.

1. The total amount of loan shall be not exceeding INR 25,00,00,000/- (Indian 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 6.90% p.a.

As such, approval of the members under section 185 of the Act is sought to approve the scheme of loan to **Mr. Manish Vimalkumar Jain (DIN: 00037571)**, Managing Director of the Company.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, in the best interest of the Company.

Except **Mr. Manish Vimalkumar Jain (DIN: 00037571)**, being concerned or interested, in the resolution as set out in the Notice, none of the other Directors/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.



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.

---

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



**KISHORE SHRIRAM RAJHANS**

Director | DIN: 07653503

Date: 24<sup>th</sup> June, 2022

Place: Pune