

### Notice of Extra-Ordinary General Meeting

Shorter Notice is hereby given that the I/March/2022-23 Extra-Ordinary General Meeting of the members of **KF Bioplants Private Limited** ('the Company') will be held on **Friday, 10<sup>th</sup> March, 2023 at 11.00 A.M.(IST)** 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 issuance of 52,110 Bonus Shares in the Company.**

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 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, (including any statutory modification and re-enactment thereof, for the time being in force) and in accordance with the provisions contained in Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, consent of members be and is hereby accorded for capitalization of a sum not exceeding Rs. 5,21,100/- (Rupees Five Lakh Twenty One Thousand and One Hundred only) from the Capital Redemption Reserve Account of the Company standing as on the record date i.e. 09<sup>th</sup> March 2023 and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of fully paid Bonus Equity Shares upto 52,110 (Fifty-Two Thousand One Hundred and Ten) Equity Shares of Rs. 10/- each, be credited as fully paid up equity shares to eligible members of the Company holding equity shares of the Company and whose names appear in the Register of members on the record date in the proportion of 10 (Ten) new fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each for every 201 (Two hundred and one) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the new equity shares of Rs. 10/- each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and 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 any dividends and any other corporate action(s) declared after the new equity shares are allotted.


**RESOLVED FURTHER THAT** no members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the Bonus shall be rounded to the lower integer.

**RESOLVED FURTHER THAT** the allotment of the new equity shares as Bonus Shares to the extent they relate to persons resident outside India shall be subject to the approval, if any, from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the Rules and Regulations framed there under, if any or any other regulatory authority, as may be deemed necessary.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized on behalf of the Company to do all such act(s), deed(s), matter(s) and thing(s) as it may, in its absolute discretion deem necessary, expedient or proper in relation to the issue or allotment of Bonus Shares and to finalize, sign, execute and accept on behalf of the Company, any condition(s), modification(s), alteration(s), change(s), variation(s) in this regard as prescribed by the authority(ies) and to carry out incidental documentation and also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents including issuance of share certificates to those to whom the bonus shares would be allotted and such other undertakings, agreements, papers, documents, filing necessary e-forms and correspondence as may be necessary for the implementation of the Bonus issue required to be filed with the Registrar of Companies, the Reserve Bank of India through Category 1 Authorized Dealer Bank of the Company in the form FCGPR and/or other authorities to give effect to the above resolution.”

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

  
Manish Vimalkumar Jain  
Managing Director | DIN: 00037571

Date: 09<sup>th</sup> March, 2023  
Place: Pune



**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 and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company before the meeting.
2. Members / Proxies should bring attendance slips sent herewith duly filled in, for attending the meeting.
3. A copy of all the documents referred to in the accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 09.00 am to 5.00 pm
4. The explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 is enclosed.
5. Corporate Members intending to send their authorized representative(s) to attend the Annual 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE.**

**ITEM NO 1.**

The paid up share capital of the Company as on 09<sup>th</sup> March, 2023 stands at Rs. 2,44,28,900/- (Rupees Two Crore Forty-Four Lakh Twenty Eight Thousand and Nine Hundred only) divided into 10,47,890 (Ten Lakhs Forty Seven Thousand Eight Hundred and Ninety) equity shares of Rs. 10/- (Rupees Ten only) each and 13,95,000 (Thirteen Lakhs Ninety Five Thousand) Non-Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each. The Company has grown over the years and in the past the Company has issued Bonus Equity shares in the ratio of 5:303 equity shares by approval of members in the Extra-Ordinary General Meeting dated 12<sup>th</sup> August, 2021.

The Board of Directors are hereby recommending for the approval of the members the issue of Bonus Shares in the proportion of 10 (Ten) new fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each for every 201 (Two hundred and one) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each held by the members as on Record Date i.e. 09<sup>th</sup> March, 2023 by capitalization of the sum not exceeding Rs. 5,21,100/- (Rupees Five Lakh Twenty One Thousand and One Hundred only) from the Capital Redemption Reserve Account standing as on the record date for the purpose of issue of Bonus Equity Shares upto 52,110 (Fifty-Two Thousand One Hundred and Ten) Equity Shares of Rs. 10/- each. Consequently, the paid up equity share capital of the Company would increase to Rs. 1,10,00,000/- consisting of 11,00,000 equity shares of Rs. 10/- each.

The proposed issue of Bonus Shares will be made in accordance with the provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and rules made thereunder and subject to such approvals, if required, from the statutory authorities.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of an Ordinary Resolution.


Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the members by way of passing an Ordinary Resolution.

Except Mr. Manish Vimalkumar Jain (DIN: 00037571), 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 Ordinary 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.

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

  
**Manish Vimalkumar Jain**  
Managing Director | DIN: 00037571

**Date:** 09<sup>th</sup> March, 2023  
**Place:** Pune