

NOTICE

NOTICE is hereby given that I/SEPTEMBER/2023-24 Extra Ordinary General Meeting of the members of **KFBIOPLANTS PRIVATE LIMITED** ("the Company") will be held on **Tuesday, the 26th day of September, 2023 at 02:00 P.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 consider and approve for loan, guarantee or security to Kumar Bioseeds and Agro Products Private Limited 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**:

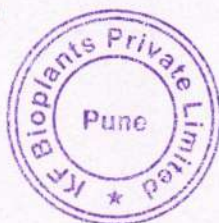
"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any person duly authorized by the Board of Directors in this behalf or any of the director of the Company) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security with effect from 01st April, 2021 to the Kumar Bioseeds and Agro Products Private Limited ("Borrower") upto the limit of Rs. 15 crores (Rupees Fifteen Crore Only) for the principal business activities of the borrower.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and finalise in its absolute discretion all related matters in respect of the above mentioned loan(s) / guarantee(s) / security(ies) including but not limited to the terms and conditions, the entity, timing and the amount and the nature of each such loans(s) / guarantee(s) / security(ies) / with a power to transfer, sell, settle or otherwise dispose off the same as the case may be, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution.

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: 03rd September, 2023
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 03rd September, 2023 and should be read along with the Agenda Item as mentioned in the said Notice.

Section 185 of the Companies Act, 2013 as amended vide notification No. S.O. 1833 (E) notified on 7th May, 2018 mandates approval of its members vide special resolution in case any company intends to advance any loan, give guarantee or provide security to any body corporate in which the Director of the lending company is interested in any way.

On request of the Kumar Bioseeds and Agro Products Private Limited, the Company has advanced loan and given guarantee against the loan taken by Kumar Bioseeds and Agro Products Private Limited from others, from 1st April 2021 from time to time and also to be advanced in future as business requirement to them.

Mr. Manish Jain and Mr. Kishore Rajhans, Directors of the Company are also the Shareholders of Kumar Bioseeds and Agro Products Private Limited, thus the Company is required to obtain approval of the Members of the Company with respect to the said as well as future loan or guarantee or security, as provided under Section 185 of the Companies Act, 2013.

Approval of the Members of the Company is sought pursuant to the requirements under Section 185 of the Companies Act, 2013.

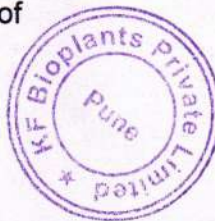
The Members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loans or guarantees or securities only for the principal business activities of the Kumar Bioseeds and Agro Products Private Limited. Accordingly, the Board of Directors of the Company recommends the Special Resolution for approval of the Members of the Company.

Except both the Directors of the Company no other 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.

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

Kishore Rajhans
KISHORE SHRIRAM RAJHANS
Director | DIN: 07653503

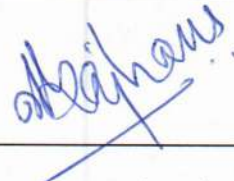
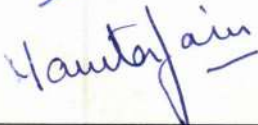
Date: 03rd September, 2023 | Place: Pune



ATTENDANCE SHEET FOR THE I/SEPTEMBER/2023-24 EXTRA ORDINARY GENERAL MEETING OF KF BIOPANTS PRIVATE LIMITED


Serial No	I/September/2023-24
Day & Date	Tuesday, 26 th day of September, 2023
Place	2413, Kumar capital, East Street Camp Pune -411001
Time	02.00 P.M.

MEMBERS PRESENT

Sr. No.	Name of the Member	Authorised representative/ proxy	Signature
1.	Hilverda Florist B V (previously Florist De Kwakel B V)	Kishore Shriram Rajhans	
2.	Manish Vimalkumar Jain Family Trust	Mamta Jain	

ACKNOWLEDGEMENT

Acknowledgment of receipt of Notice on 3rd September, 2023 for the I/September/2023-24 Extra Ordinary General Meeting of KF Bioplants Private Limited held on Tuesday, 26th day of September, 2023.

Sr. No.	Name of the Member	Authorised representative/ proxy	Signature
1.	Hilverda Florist B V (previously Florist De Kwakel B V)	Kishore Shriram Rajhans	

2.	Manish Vimalkumar Jain Family Trust	Mamta Jain	<i>Mamta Jain</i>
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AUTHENTICATED BY-



Kishore
KISHORE SHRIRAM RAJHANS
CHAIRMAN

Date: 26th September, 2023
Place: Pune