

**KF BIOPLANTS PRIVATE LIMITED**

**Registered office:** 2413 Kumar Capital East Street Camp Pune – 411001

**CIN:** U01122MH1997PTC106620

**Tel:** +91-20-26948400/401/403 | **E-mail:** info@kfbioplants.com

**Website:** [www.kfbioplants.com](http://www.kfbioplants.com)

**NOTICE**

**SHORTER NOTICE** is hereby given that II/AUGUST/2021-22 Extra Ordinary General Meeting of the members of **KF BIOPLANTS PRIVATE LIMITED** (“the Company”) will be held on **Monday, the 30<sup>th</sup> day of August, 2021 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 to grant loan, make investment, provide guarantee or security for an amount not exceeding INR 100 crores under Section 185 and Section 186 of 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 and 186 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 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 make any investment, or give any guarantee or provide any security to the following persons in the following manner or to any other person on such terms and conditions as the parties may decide mutually including the disbursement thereof for an aggregate amount not exceeding INR 100 crores.

<b>Sr. No.</b>	<b>Name of Person/ Entity</b>	<b>Amount not exceeding (in INR Actual))</b>
1.	Kumar Properties and Developers LLP	50 Crores
2.	Sangria Real Estate Private Limited	50 Crores

**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) / investment(s) / guarantee(s) / security(ies) including but not limited to the terms and conditions, the entities, timing and the amount and the nature of each such loans(s) / guarantee(s) / security(ies) / investment(s), 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.”

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

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

Date: 30<sup>th</sup> August, 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 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

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

This statement forms part of the Notice dated 30<sup>th</sup> August, 2021 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 7<sup>th</sup> May, 2018 mandates prior 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.

As Mr. Manish Jain, Director of the Company is also a Director on the Board of Sangria Real Estate Private Limited, and the Partner in Kumar Properties and Developers LLP, thus the Company is required to obtain prior approval of the Members of the Company before advancing any loan or giving guarantee or providing security, as provided under Section 185 of the Companies Act, 2013.

On request of the Sangria Real Estate Private Limited and Kumar Properties and Developers LLP, the Company proposes to advance loan, give guarantee or provide security in one or more tranches as business requirement to above mentioned borrowers.

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 Sangria Real Estate Private Limited and Kumar Properties and Developers LLP. Accordingly, the Board of Directors of the Company recommends the Special Resolution for approval of the Members of the Company.

Further, approval of Members of the Company under Section 186 of the Act is also sought for granting loans, making investments, providing guarantees or securities to any person or other body corporate upto an aggregate amount not exceeding INR 100 crores.

Except Mr. Manish Jain, 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.

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

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

Date: 30<sup>th</sup> August, 2021

Place: Pune