

KISANKRAFT LIMITED
(Formerly Known as KisanKraft Machine Tools Private Limited)
CIN: U29220KA2005PLC066051

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that, the 14th Annual General Meeting of the members of the Company will be held on Wednesday, 21st day of August 2019 at 11.30 A.M. at the registered office of the Company at Sri Huchhanna Tower, Site # 4, #748 7th A Cross, Maruthi Layout, Dasarahalli, Hebbal, Bangalore – 560 024 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019 including the audited Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss for the year ended 31 March, 2019 and the Reports of Board of Directors and Auditors thereon;
2. To appoint a director in place of **Mr. Sunil Prasad**, having Director Identification Number 07559715, who retires by rotation and being eligible, offer himself for re-appointment
3. To re-appoint M/s. **Varma & Varma** Chartered Accountants, Firm Registration No.(004532S), Bangalore as Statutory Auditors of the Company:

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

“**RESOLVED THAT** Subject to the approval of the members of the Company, pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Varma & Varma, Chartered Accountants (Firm Registration No. 004532S) be and are hereby re-appointed as Statutory Auditors of the Company for a period of 5 years i.e to hold office from the conclusion of Fourteenth (14th) Annual General Meeting (AGM) till the conclusion of Nineteenth (19th) Annual General Meeting of the Company, at such remuneration plus service tax, out of pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

- 4. TO APPROVE RE-APPOINTMENT OF MR. RAVINDRA KUMAR AGRAWAL AS MANAGING DIRECTOR AND FIXING HIS REMUNERATION**

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

“RESOLVED THAT pursuant to Section 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other consents and permission as may be required, Mr. Ravindra Kumar Agrawal (holding DIN 00195640) submitted the Consent letter in Form DIR – 2, Eligibility in Form DIR – 8, Form MBP-1 and who is eligible for re-appointment, as recommended by the Nomination and Remuneration Committee and the Board, be and is hereby re-appointed as the Managing Director of the Company for a further period of 3 years with effect from 5th September, 2019 to 4th September, 2022 whose term of office shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to Section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and such other consents and permission as may be required, the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") payable to Mr. Ravindra Kumar Agrawal be and is hereby approved, for a period of three years, on the terms and conditions as per details give below, as minimum remuneration in case of no profit or inadequacy of profits:

1) Remuneration:

Subject to the Maximum limit of Rs. 1 Crore Per Annum (PA) and the overall limit as laid down by the Companies Act 2013, the Company shall, in consideration of his services to the Company, pay to the Managing Director during his term of office the following remuneration.

(A) Salary:

Salary component	In Rs. PA for the FY 2019-20
Basic + DA	21,66,060
HRA	8,66,424
LTA	2,16,612
Special Allowances	17,55,156
Annual Bonus	1,80,516
Total pay	51,84,768

The appointee shall be entitled to increase up to 50% Per Annum during his tenure on the total salary component. The Total Pay would be subject to the Maximum limit of Rs. 1 Crore PA.

(B) Performance Bonus:

For the current Financial Year 2019-20 the performance bonus shall not exceed 50% of the Gross Salary excluding bonus of Mr. Ravindra Kumar Agrawal depending upon the performance of the person and the Company.”

The Performance Bonus for each of the financial year, payable quarterly, as may be decided by the Nomination & Remuneration Committee and Board of Directors of the Company based on the performance of the Company and the Director for each year subject the overall Maximum limit of Rs. 1 Crore PA.

(C) The remuneration will be subject to deduction on account of employee’s contribution to PF, Tax and any other statutory deductions that may apply from time to time.

2) Perquisites and Allowances:

- (A) REIMBURSEMENT OF MEDICAL EXPENSES
As per Rules of the Company.
- (B) PERSONAL ACCIDENT INSURANCE
As per Rules of the Company.
- (C) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND
Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time
- (D) LEAVE AND ENCASHMENT OF LEAVE
As per Rules of the Company.
- (E) GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND
As per Rules of the Company.
- (F) USE OF CAR AND TELEPHONE
Company maintained car with driver for use on Company’s business and cellular phone provided by the Company will not be considered as perquisite.
- (G) REIMBURSEMENT OF EXPENSES
Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.
- (H) OTHER BENEFITS:
Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.

3) Other terms and conditions:

- (A) An agreement shall be entered into by the Managing Director with the Company on the effective date for a period of 3 years
- (B) He shall perform such duties as mentioned in the agreement, duties as may from time to time be entrusted by the Board, subject to the superintendence and control of the Board and in compliance with Section 166 of the Companies Act, 2013;
- (C) He shall be entitled to leaves as per policy of the Company
- (D) If at any time, he ceases to be the Director of the Company, he shall ipso-facto cease to be a Managing Director of the Company
- (E) The agreement may be amended or terminated by either party at any time within the three year period, by the giving 3 month notice in writing, and stating the reasons thereof.

RESOLVED FURTHER THAT Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration (Fixed Salary and Variable Performance Bonus) and annual incremental thereof, but such remuneration shall not exceed the Maximum limits of Rs. 1 Crore PA.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized and empowered in case of adequacy of profits to pay the variable remuneration in addition to aforesaid fixed salary as may be permissible under and by any amendments to Section 197 and / or Schedule V of the Companies Act, 2013 or by way of any Government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the Managing Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.”

RESOLVED FURTHER THAT any of the Executive Directors of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above appointment and to settle all matters arising out of and incidental thereto and sign and execute the agreement, applications, documents and writings that may be required, on behalf of the Company, filing of forms, returns and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

5. TO APPROVE RE-APPOINTMENT OF MR ANKIT PRAKASH CHITALIA AS WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER AND FIXING OF HIS REMUNERATION

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

“RESOLVED THAT pursuant to Section 196, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other consents and permission as may be required, Mr. Ankit Prakash Chitalia (holding DIN 06667003) submitted the Consent letter in Form DIR – 2, Eligibility in Form DIR – 8, Form MBP-1 and who is eligible for re-appointment, as recommended by the Nomination and Remuneration Committee and the Board, be and is hereby re-appointed as the Whole Time Director and Chief Executive Officer (CEO) of the Company for a further period of 3 years with effect from 5th September, 2019 to 4th September, 2022 whose term of office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to Section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and such other consents and permission as may be required, the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") payable to Mr. Ankit Prakash Chitalia be and is hereby approved, for a period of three years, on the terms and conditions as per details give below, as minimum remuneration in case of no profit or inadequacy of profits:

1) Remuneration:

Subject to the Maximum limit of Rs. 1 Crore Per Annum (PA) and the overall limit as laid down by the Companies Act 2013, the Company shall, in consideration of his services to the Company, pay to the Whole Time Director during his term of office the following remuneration.

(A) Salary:

Salary component	In Rs. PA for the FY 2019-20
Basic + DA	20,57,652
HRA	8,23,068
LTA	2,05,776
Special Allowances	16,49,952
Annual Bonus	1,71,480
Total pay	49,07,928

The appointee shall be entitled to increase up to 50% Per Annum during his tenure on the total salary component. The Total Pay would be subject to the Maximum limit of Rs. 1 Crore PA.

(B) Performance Bonus:

For the current Financial Year 2019-20 the performance bonus shall not exceed 50% of the Gross Salary excluding bonus of Mr. Ankit Prakash Chitalia depending upon the performance of the person and the Company.”

The Performance Bonus for each of the financial year, payable quarterly, as may be decided by the Nomination & Remuneration Committee and Board of Directors of the Company based on the performance of the Company and the Director for each year subject the overall Maximum limit of Rs. 1 Crore PA.

(C) The remuneration will be subject to deduction on account of employee’s contribution to PF, Tax and any other statutory deductions that may apply from time to time.

2) Perquisites and Allowances:

(A) REIMBURSEMENT OF MEDICAL EXPENSES

As per Rules of the Company.

(B) PERSONAL ACCIDENT INSURANCE

As per Rules of the Company.

(C) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, subject to the ceilings as per the guidelines for managerial remuneration in force from time to time

(D) LEAVE AND ENCASHMENT OF LEAVE

As per Rules of the Company.

(E) GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per Rules of the Company.

(F) USE OF CAR AND TELEPHONE

Company maintained car with driver for use on Company’s business and cellular phone provided by the Company will not be considered as perquisite.

(G) REIMBURSEMENT OF EXPENSES

Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.

(H) **OTHER BENEFITS:**

Any other benefits, facilities, allowances and expenses may be allowed under Company rules/schemes and available to other employees.

3) Other terms and conditions:

(A) An agreement shall be entered into by the Whole Time Director with the Company on the effective date for a period of 3 years

(B) He shall perform such duties as may from time to time be entrusted by the Board, subject to the superintendence and control of the Board and in compliance with Section 166 of the Companies Act, 2013;

(C) He shall be entitled to leaves as per policy of the Company

(D) If at any time, he ceases to be the Director of the Company, he shall ipso-facto cease to be a Whole Director of the Company

(E) The agreement may be amended or terminated by either party at any time within the three year period, by the giving 3 month notice in writing, and stating the reasons thereof.

RESOLVED FURTHER THAT Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration (Fixed Salary and Variable Performance Bonus) and annual incremental thereof, but such remuneration shall not exceed Maximum limits of Rs. 1 Crore PA.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized and empowered in case of adequacy of profits to pay the variable remuneration in addition to aforesaid fixed salary as may be permissible under and by any amendments to Section 197 and / or Schedule V of the Companies Act, 2013 or by way of any Government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the Whole Time Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT any of the Executive Directors of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above appointment and to settle all matters arising out of and incidental thereto and sign and execute the agreements, applications, documents and writings that may be required, on behalf of the Company, filing of forms, returns and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

6. TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the Registrar of Companies, Karnataka, the Articles of Association, initialled by the chairman of the meeting for the purpose of identification and submitted for consideration and approval of members, altered as mentioned below be and hereby approved and adopted:

Insert the Clause 2A after Clause 2 of the AOA

2A – Dematerialization of Securities

(1) For the purpose of this Article –

- a. ‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository.
- b. ‘Depository’ means a company formed and registered under the Companies Act, and which has been granted a certificate of registration to act as a Depository under the Securities and Exchange Board of India Act, 1992; and
- c. ‘SEBI’ means the Securities and Exchange Board of India.

(2) Notwithstanding anything contained in these Articles, Pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rule 2014, the company shall be entitled to dematerialise/rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder.

(3) All securities held by a depository shall be dematerialised and be in fungible form.

(4) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

a. Save as otherwise provided above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

b. Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of

the company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

(5) Notwithstanding anything to the contrary contained in the Act or these Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(6) Nothing contained in Section 56 of the Companies Act 2013 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of who are entered as beneficial owners in the records of a depository.

(7) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.

(8) Nothing contained in the Section 45 of the Companies Act 2013 or these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.

(9) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.”

RESOLVED FURTHER THAT any of the Executive Directors of the company be and is hereby severally authorized to do all such acts, deeds and things as may be required and to take all such steps for giving effect to the above resolution including the modification of the resolution with filing of necessary E-form with the Ministry of Corporate affairs, Registrar of Companies and act in accordance with the directions of the Registrar of Companies if any and any other Regulatory Authorities as may be necessary.”

**BY ORDER OF THE BOARD OF DIRECTORS
For M/s KisanKraft Limited**



**Mr. Ravindra Kumar Agrawal
Managing Director**

Date: 27th July, 2019
Place: Bangalore

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto
2. A member entitled to attend and vote at the General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach the registered office of the Company duly filled, stamped and signed at least 48 hours before the time of the meeting.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Registered Office of the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting
4. Members are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue
5. Members are requested to notify any change in their address to the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number
6. The statutory registers or other documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company’s Office at Sri Huchhanna Tower Site # 4, #748, 7th A Cross, Maruthi Layout, Dasarahalli, Hebbal, Bangalore, Karnataka, India, 560024 on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the General Meeting.
7. In accordance with section 20 of the Companies Act, 2013, service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Notice has been sent to members having E-mail Id registered with the Company unless any member has requested for a hard copy of the same.
8. Members are requested to bring to the meeting the attendance slip.
9. Route-map to the venue of the meeting is provided at the end of the notice.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Mr. Ravindra Kumar Agrawal was appointed as Managing Director from 05th September, 2014 to hold office for 5 years i.e. till 4th September, 2019.

Since the period of appointment will be expiring on 4th September 2019, the Board of Directors, as recommended by the Nomination and Remuneration Committee, at its meeting held on 27th July 2019, have recommended the re-appointment of Mr. Ravindra Kumar Agrawal as Managing Director from 5th September 2019 to hold office for 3 years i.e. till 4th September, 2022 and to fix the remuneration payable to Mr. Ravindra Kumar Agrawal, Managing Director of the Company, subject to the approval of the Shareholders..

As per Section 197 (3) read with Schedule V of the Companies Act, 2013, where in any financial year, the Company has no profits or its profits are inadequate, the salary to Managerial Persons can be paid in accordance with the provisions of Schedule V.

In the current year the company has inadequate profit, hence the company has to comply with the provisions of Section II of Part II of the Schedule V.

As per the proviso of Section II of Part II of the said Schedule V, the remuneration in excess of the specified limit may be paid, if the resolution passed by the shareholders is a special resolution.

The Nomination and Remuneration Committee and the Board, after considering the various matters relating to the profitability of the Company, experience of directors and future business prospectus, effect of his appointment in the effective management of the affairs of the company etc., has recommended the re-appointment of Mr. Ravindra Kumar Agrawal as Managing Director and remuneration payable to him, as set out in Resolution No. 4 for the approval of Shareholders.

The Board on the recommendation of Nomination and Remuneration Committee may alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, but such remuneration shall not exceed the limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

Mr. Ravindra Kumar Agrawal and his spouse Mrs. Sarika Agrawal are interested in the resolution in the capacity of appointee and his relative. None of the other Directors, Key Managerial Personnel or their relatives are interested in the resolution.

The following detailed information as per Section – II of Part II of Schedule V of the Companies Act, 2013 is as follows:

I. General Information:							
(a) Nature of industry	-Wholesale of agricultural machinery, equipment and supplies -Manufacture of agricultural and						
(b) Date or expected date of commencement of commercial production.	Company started Business of wholesale trading in 2005 and started manufacturing in 2014						
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable						
(d) Financial performance based on given indicators.	Financial year 2018-19 Gross Revenue :Rs. 14387.51 Profit after Tax: 1075.06 Rate of Dividend : 0 Earnings per Share: 6.21						
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations						
II. Information about the appointee:							
(a) Background details	<input type="checkbox"/> B.E (Honors) B.I.T.S Pilani, India,1983 <input type="checkbox"/> 17 years of extensive software development experience for various products for Microsoft Corporation, Redmond <input type="checkbox"/> Holds 2 U.S. patents related to Software						
(b) Past remuneration	The remuneration drawn by Mr. Ravindra Kumar Agrawal during the past two years is as follows:						
	<table border="1"> <thead> <tr> <th>Year</th> <th>Rs. in Lakhs PA</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>43.54</td> </tr> <tr> <td>2018-19</td> <td>52.20</td> </tr> </tbody> </table>	Year	Rs. in Lakhs PA	2017-18	43.54	2018-19	52.20
	Year	Rs. in Lakhs PA					
2017-18	43.54						
2018-19	52.20						
(c) Recognition or awards							

(d) Job profile and his suitability	He is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. Taking this into consideration, the Board has bestowed the leadership of the Organization
(e) Remuneration proposed	It is proposed to pay consolidated remuneration to Mr. Ravindra Kumar Agrawal up to Rs. 51,84,768 per annum (Fifty One Lakhs Eighty Four Thousand Seven Hundred and Sixty Eight) by way of salary and performance bonus of not exceed 50% of the Gross Salary excluding bonus for FY 2019-20. For other FY till the term of appointment as recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to such remuneration shall not exceed Rs. 1 Crore in any Financial Year.
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration and receipt of rent for leasing the office premises, Mr. Ravindra Kumar Agrawal does not have any other pecuniary relationship with the Company. Further, he is one of the promoter and Managing Director of the Company. He is one of the Director of Holding Company M/s Washington Agrotech Limited and holds 100% shares of Washington Agrotech Limited. His wife Mrs. Sarika Agrawal is also one of the promoter and Whole time Director of KisanKraft Limited.
III. Other information:	

<p>(a) Reasons of inadequate profits</p>	<p>Revenue is inadequate primarily due to the following reasons:</p> <ul style="list-style-type: none"> * Company is operating with focus on growth in sales and increasing presence, which means a lot of expenditure in business promotion, farmer awareness and field demonstration programs. * Our target market of small & marginal farmers with lower paying capacity, coupled with intense competition with local importers puts a lot of price pressure reducing gross margins. * Agriculture in India is primarily rain-fed and is dependent on monsoon. Insufficient or erratic monsoon has a huge impact on sales. * Carrying costs of some of the aged inventory from previous years also drags profitability. * Strikes by transporters, banks, ports and sometimes delays in production or shipment
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<p>b) Steps taken or proposed to be taken for improvement</p>	<p>Following steps taken by the Company for improvement:</p> <ul style="list-style-type: none"> * Company has been significantly improving its inventory costs and inventory holding year-on-year basis. It has already improved profitability in the last years * Growth in company's sales helps increase our scale of purchase and then Minimum Order Quantity is no longer a burden and reduces our inventory carrying costs * Company has developed mobile application to track tour and dealer visits of sales employee increasing in per employee sales productivity and improving performance. * Company is continuously trying to upgrade product portfolio by improvements and additions as needed * Company comes up with schemes to increase same store sales by way of quantity discounts, joint promotion activity, service camps etc. * Company has started manufacturing engines, water-pumps, inter-cultivators with BIS:ISI certifications to increase brand value and market share * Company is investing in better financial and performance analytics for timely interventions as needed to improve performance * Company is consciously clearing aged inventory at aggressive discounts * Company is focusing on strengthening its core competency in affordable machinery for small farms, optimising dealer networks, improving dealer productivity, upgrading high margin products, and rationalising the operations. * Further, by highly competitive pricing backed with service and parts, the Company maintains its leadership, improve market share and financial performance.
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<p>(c) Expected increase in productivity and profits in measurable terms</p>	<p>Company is very conscious about improvement in productivity and undertakes constant measures to improve it.</p> <p>* Successive governments have been focused on improving mechanisation among small farmers with various incentives and schemes. Therefore, we think that our business segment will continue to have healthy growth.</p> <p>* Continued migration of rural labor to urban areas in reducing availability of farm labours, increasing demand for our products across India.</p> <p>* Company has been experiencing better Year-on-Year profitability already due to various steps taken.</p> <p>* Profitability is expected to improve even further, but it is difficult to put an accurate number on it due to many variables.</p>
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The remuneration payable to Mr. Ravindra Kumar Agrawal is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the Special resolution as set out at Item no.2 of the notice for the approval of the members.

Item No.2

Mr. Ankit Prakash Chitalia was appointed as Managing Director from 05th September, 2014 to hold office for 5 years i.e. till 4th September, 2019.

Since the period of appointment will be expiring on 4th September 2019, the Board of Directors, as recommended by the Nomination and Remuneration Committee, at its meeting held on 27th July 2019, have recommended the re-appointment of Mr. Ankit Prakash Chitalia as Whole Time Director and Chief Executive Officer (CEO) from 5th September 2019 to hold office for 3 years i.e. till 4th September, 2022 and to fix the remuneration payable to Mr. Ankit Prakash Chitalia, Whole Time Director of the Company, subject to the approval of the Shareholders..

As per Section 197 (3) read with Schedule V of the Companies Act, 2013, where in any financial year, the Company has no profits or its profits are inadequate, the salary to Managerial Persons can be paid in accordance with the provisions of Schedule V.

In the current year the company has inadequate profit, hence the company has to comply with the provisions of Section II of Part II of the Schedule V.

As per the proviso of Section II of Part II of the said Schedule V, the remuneration in excess of the specified limit may be paid, if the resolution passed by the shareholders is a special resolution.

The Nomination and Remuneration Committee and the Board, after considering the various matters relating to the profitability of the Company, experience of directors and future business prospectus, effect of his appointment in the effective management of the affairs of the company etc., has recommended the re-appointment of Mr. Ankit Prakash Chitalia as Whole Time Director and Chief Executive Officer (CEO) and remuneration payable to him, as set out in Resolution No. 5 for the approval of Shareholders.

The Board on the recommendation of Nomination and Remuneration Committee may alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, but such remuneration shall not exceed the limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

Except, Mr. Ankit Prakash Chitalia, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution

The following detailed information as per Section – II of Part II of Schedule V of the Companies Act, 2013 is as follows:

I. General Information:	
(a) Nature of industry	-Wholesale of agricultural machinery, equipment and supplies -Manufacture of agricultural and forestry machinery
(b) Date or expected date of commencement of commercial production.	Company started Business of wholesale trading in 2005 and started manufacturing in 2014
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable

(d) Financial performance based on given indicators.	Financial year 2018-19 Gross Revenue :Rs. 14387.51 Profit after Tax: 1075.06 Rate of Dividend : 0 Earnings per Share: 6.21	
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations	
II. Information about the appointee:		
(a) Background details	<input type="checkbox"/> B.Tech-Production Engineering from Mumbai University, 2011 <input type="checkbox"/> Intern at Larsen & Toubro for 6 months	
(b) Past remuneration	The remuneration drawn by Mr. Ankit Prakash Chitalia during the past two years is as follows:	
	Year	Rs. in Lakhs
	2017-18	47.74
2018-19	56.93	
(c) Recognition or awards		
(d) Job profile and his suitability	He has appointed as Director of the Company on 13 th January, 2014. He is the Whole Time Director and CEO of the Company and devotes whole time in Handling Sales and Operations, Inventory Management, Forecasting and Budgeting, Managing product profitability, Liaison with vendors in China, Japan, Italy and USA to develop new product lines. Taking this into consideration, the Board has bestowed the leadership of the Organization	
(e) Remuneration proposed	It is proposed to pay consolidated remuneration to Mr. Ankit Prakash Chitalia up to Rs. 49,07,928 per annum (Rupees Forty Nine Lakhs Seven Thousand Nine Hundred and Twenty Eight) by way of salary and performance bonus of not exceed 50% of the Gross Salary excluding bonus for FY 2019-20. For other FY till the term of appointment as recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to such remuneration shall not exceed Rs. 1 Crore in any Financial Year.	
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses	

<p>(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</p>	<p>Besides the remuneration, Mr. Ankit Prakash Chitalia does not have any other pecuniary relationship with the Company.</p>
<p>III. Other information:</p>	
<p>(a) Reasons of loss or inadequate profits</p>	<p>Revenue is inadequate primarily due to the following reasons:</p> <ul style="list-style-type: none"> * Company is operating with focus on growth in sales and increasing presence, which means a lot of expenditure in business promotion, farmer awareness and field demonstration programs. * Our target market of small & marginal farmers with lower paying capacity, coupled with intense competition with local importers puts a lot of price pressure reducing gross margins. * Agriculture in India is primarily rain-fed and is dependent on monsoon. Insufficient or erratic monsoon has a huge impact on sales. * Carrying costs of some of the aged inventory from previous years also drags profitability. * Strikes by transporters, banks, ports and sometimes delays in production or shipment causes us to lose sales

<p>(b) Steps taken or proposed to be taken for improvement</p>	<p>Following steps taken by the Company for improvement:</p> <ul style="list-style-type: none"> * Company has been significantly improving its inventory costs and inventory holding year-on-year basis. It has already improved profitability in the last years * Growth in company's sales helps increase our scale of purchase and then Minimum Order Quantity is no longer a burden and reduces our inventory carrying costs * Company has developed mobile application to track tour and dealer visits of sales employee increasing in per employee sales productivity and improving performance. * Company is continuously trying to upgrade product portfolio by improvements and additions as needed * Company comes up with schemes to increase same store sales by way of quantity discounts, joint promotion activity, service camps etc. * Company has started manufacturing engines, water-pumps, inter-cultivators with BIS:ISI certifications to increase brand value and market share * Company is investing in better financial and performance analytics for timely interventions as needed to improve performance * Company is consciously clearing aged inventory at aggressive discounts * Company is focusing on strengthening its core competency in affordable machinery for small farms, optimising dealer networks, improving dealer productivity, upgrading high margin products, and rationalising the operations. * Further, by highly competitive pricing backed with service and parts, the Company maintains its leadership, improve market share and financial performance.
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(c) Expected increase in productivity and profits in measurable terms	<p>Company is very conscious about improvement in productivity and undertakes constant measures to improve it.</p> <p>* Successive governments have been focused on improving mechanisation among small farmers with various incentives and schemes. Therefore, we think that our business segment will continue to have healthy growth.</p> <p>* Continued migration of rural labour to urban areas in reducing availability of farm labours, increasing demand for our products across India.</p> <p>* Company has been experiencing better Year-on-Year profitability already due to various steps taken.</p> <p>* Profitability is expected to improve even further, but it is difficult to put an accurate number on it due to many variables.</p>
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The remuneration payable to Mr. Ankit Prakash Chitalia is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the Special resolution as set out at Item no.4 of the notice for the approval of the members.

Item No.3

Pursuant to Rule 9A of the Companies (Prospectus and Allotment of Securities) Rule 2014, 1) Every unlisted public company shall -

- (a) Issue the securities only in dematerialised form; and
- (b) Facilitate dematerialisation of all its existing securities

in accordance with provisions of the Depositories Act, 1996 and regulations made there under

Accordingly, the Company has facilitated dematerialisation of all equity shares by making necessary application to NSDL, a depository and generated ISIS No. INE022601012 for its fully paid Equity Shares of Re. 1 each.

Thus, the alteration of AOA for insertion of Dematerialization of Securities Clause in the existing AOA of the Company

The Board of Directors recommends the Special resolution as set out at Item no.5 of the notice for the approval of the members.

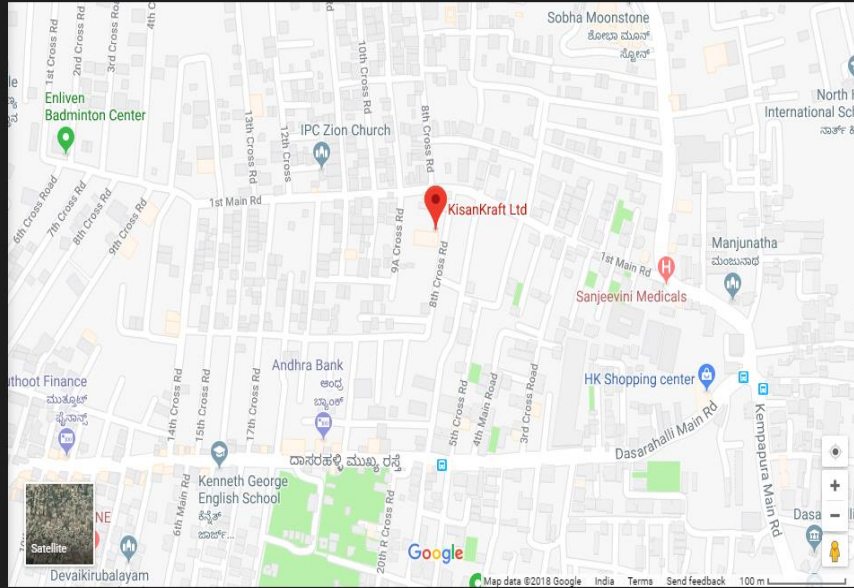
**BY ORDER OF THE BOARD OF DIRECTORS
For M/s KisanKraft Limited**



**Mr. Ravindra Kumar Agrawal
Managing Director**

Date: 27th July, 2019
Place: Bangalore

ROUTE MAP TO THE VENUE



KISANKRAFT LIMITED

ATTENDANCE SHEET

14th Annual General Meeting

Venue of the meeting: Registered Office

Day and Date of the meeting: Wednesday, 21st August 2019

Time: 11:30 AM

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name of Director/Member	
Address	
DIN	
Folio No	
No of shares Held	

I hereby record my presence at the Annual General Meeting of the Company held on **Wednesday, 21st August 2019** AM at the Registered Office of the Company at Sri Huchhanna Tower, Site # 4, #748, 7th A Cross, Maruthi Layout, Dasarahalli, Hebbal, Bangalore, Karnataka, India, 560024

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U29220KA2005PLC066051

Name of the Company: KisanKraft Limited

Registered Office: Sri Huchhanna Tower Site # 4, #748, 7th A Cross, Maruthi Layout, Dasarahalli, Hebbal, Bangalore, Karnataka, India, 560024

Phone No.: 080 22178200, **FAX No.:** 080 22331583, **Email:** info@kisankraft.com,

Website: www.kisankraft.com

Name of the member(s)	
Registered Address	
E-Mail ID	
Folio No/ Client Id	

I/we, being the member (s) and holding of Shares of the above named company, hereby appoint

1. Name:.....

Address:.....

E-mail Id:

Signature:....., or failing him

2. Name:.....

Address:.....

E-mail Id:

Signature:....., or failing him

3. Name:.....

Address:.....

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at Sri Huchhanna Tower Site # 4, #748, 7th A Cross, Maruthi Layout, Dasarahalli, Hebbal, Bangalore, Karnataka, India, 560024 and at any adjournment thereof in respect of resolutions as indicated below:

Resolution No.	Resolution	Number of shares held	For	Against
Ordinary Business				
1.				
2.				
3.				
Special Business				
1.				
2.				
3.				

Signed this..... Day of 2019

Affix Revenue Stamp

Signatures of shareholder

Signatures of Proxy holder(s).....

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY-EIGHT HOURS before the commencement of the Meeting
2. A Proxy need not be a member of the Company
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members
4. The form of Proxy confers authority to demand or join in demanding a poll
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting