

KISANKRAFT LIMITED
CIN: U29220KA2005PLC066051

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that, the 16th Annual General Meeting (AGM) of the members of M/s. KisanKraft Limited ("the Company") will be held on Saturday, 28th August 2021 at 11.30 A.M. IST at the registered office of the Company, Sri Huchhanna Tower Site # 4, #748, 7th A Cross, Maruthi Layout, Dasarahalli, Hebbal, Bangalore, Karnataka, India, 560024 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 2021 including the audited Balance Sheet as at 31st March, 2021 and Statement of Profit and Loss for the year ended 31st March, 2021 and the Reports of Board of Directors ("the Board") and Auditors thereon;
2. To appoint a director in place of **Mr. Ankit Prakash Chitalia** (DIN 06667003), whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Therefore, members are requested to consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, **Mr. Ankit Prakash Chitalia** (DIN 06667003), who retires by rotation, be and is hereby re-appointed as a Whole Time Director liable to retire by rotation."

SPECIAL BUSINESS:

**3. REVISION OF REMUNERATION OF MR. RAVINDRA KUMAR AGRAWAL
MANAGING DIRECTOR**

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

"RESOLVED THAT pursuant to Section 197 read with Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (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 approval of the members be and is hereby accorded for the payment of the remuneration i.e the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") annually to Mr. Ravindra Kumar

Agrawal, in consideration of his services to the Company, for a period of three years or expiry of his appointment whichever is earlier, on the terms and conditions as per details given below:

1) Remuneration:

(A) Fixed Salary:

Salary component	Payable Annually (INR)
Basic + DA	31,94,940
HRA	12,77,976
LTA	3,19,500
Special Allowances	25,88,868
Annual Bonus	2,66,256
Total pay	76,47,540

(B) Variable Performance Bonus – Up to 100% of the Gross Salary of Mr. Ravindra Kumar Agrawal depending upon the performance of the person and the Company.

(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.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mr. Ravindra Kumar Agrawal, as previously approved by the shareholders at the 14th Annual General Meeting of the Company held on 21st August, 2019 shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee) , be and is hereby authorised and empowered to alter, vary or revise the terms and conditions of appointment, and approve such increment in remuneration (Fixed Salary, Variable Performance Bonus, Perquisites etc.,) up to 100% of the Gross Remuneration Per Annum during his tenure in a way that total remuneration shall in no case exceed five percent of the Net Profits of the Company to Mr. Ravindra Kumar Agrawal or ten percent of the Net Profits of the Company to all the Executive Directors of the Company, as may be permissible under relevant laws, rules, regulations, guidelines or instructions as on the date of payment.

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 (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 above said remuneration (Fixed Salary, Variable Performance Bonus, Perquisites etc.,) along with the applicable increments, payable annually to Mr. Ravindra Kumar Agrawal, in consideration of his services to the Company, **be paid as minimum remuneration in case of no profit or inadequacy of profit in any Financial Year or years during his tenure, subject to the overall Maximum limit of INR. 5,00,00,000 (Indian Rupees Five Crores) per annum,** the intention being that no further approval of the Company will be required so long as remuneration is not in excess of the overall maximum limit of Rs. INR. 5,00,00,000 (Indian Rupees Five Crores) per annum.

RESOLVED FURTHER THAT all the Executive Directors of the Company be and are hereby severally / jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above resolution 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.”

4. REVISION OF REMUNERATION OF MRS. SARIKA AGRAWAL WHOLE TIME DIRECTOR

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

“RESOLVED THAT pursuant to Section 197 read with Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (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 approval of the members be and is hereby accorded for the payment of the remuneration i.e the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") annually to Mrs. Sarika Agrawal, in consideration of her services to the Company, for a period of three years or expiry of his appointment whichever is earlier, on the terms and conditions as per details given below:

1) Remuneration:

(A) Fixed Salary:

Salary component	Payable Annually (INR)
Basic + DA	31,94,940
HRA	12,77,976
LTA	3,19,500
Special Allowances	25,88,868
Annual Bonus	2,66,256
Total pay	76,47,540

(B) Variable Performance Bonus – Up to 100% of the Gross Salary of Mrs. Sarika Agrawal depending upon the performance of the person and the Company.

(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.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mrs. Sarika Agrawal, as previously approved by the shareholders at the 15th Annual General Meeting of the Company held on 19th September, 2020 shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee), be and is hereby authorised and empowered to alter, vary or revise the terms and conditions of appointment, and approve such increment in remuneration (Fixed Salary, Variable Performance Bonus, Perquisites etc.,) up to 100% of the Gross Remuneration Per Annum during his tenure in a way that total remuneration shall in no case exceed five percent of the Net Profits of the Company to Mrs. Sarika Agrawal or ten percent of the Net Profits of the Company to all the Executive Directors of the Company, as may be permissible under relevant laws, rules, regulations, guidelines or instructions as on the date of payment.

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 (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 above said remuneration (Fixed Salary, Variable Performance Bonus, Perquisites etc.,) along with the applicable increments, payable annually to Mrs. Sarika Agrawal, in consideration of his services to the Company, **be paid as minimum remuneration in case of no profit or inadequacy of profit in any Financial Year or years during his tenure, subject to the overall Maximum limit of INR. 5,00,00,000 (Indian Rupees Five Crores) per annum**, the intention being that no further approval of the Company will be required so long as

remuneration is not in excess of the overall maximum limit of Rs. INR. 5,00,00,000 (Indian Rupees Five Crores) per annum.

RESOLVED FURTHER THAT all the Executive Directors of the Company be and are hereby severally / jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above resolution 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.”

**5. REVISION OF REMUNERATION OF MR. ANKIT PRAKASH CHITALIA
WHOLE TIME DIRECTOR AND CEO**

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

“RESOLVED THAT pursuant to Section 197 read with Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (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 approval of the members be and is hereby accorded for the payment of the remuneration i.e the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") annually to Mr. Ankit Prakash Chitalia, in consideration of his services to the Company, for a period of three years or expiry of his appointment whichever is earlier, on the terms and conditions as per details given below:

1) Remuneration:

(A) Fixed Salary:

Salary component	Payable Annually (INR)
Basic + DA	30,86,496
HRA	12,34,596
LTA	3,08,652
Special Allowances	24,74,940
Annual Bonus	2,57,208
Total pay	73,61,892

(B) Variable Performance Bonus – Up to 100% of the Gross Salary of Mr. Ankit Prakash Chitalia depending upon the performance of the person and the Company.

(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.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mr. Ankit Prakash Chitalia, as previously approved by the shareholders at the 14th Annual General Meeting of the Company held on 21st August, 2019 shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee) , be and is hereby authorised and empowered to alter, vary or revise the terms and conditions of appointment, and approve such increment in remuneration (Fixed Salary, Variable Performance Bonus, Perquisites etc.,) up to 100% of the Gross Remuneration Per Annum during his tenure in a way that total remuneration shall in no case exceed five percent of the Net Profits of the Company to Mr. Ankit Prakash Chitalia or ten percent of the Net Profits of the Company to all the Executive Directors of the Company, as may be permissible under relevant laws, rules, regulations, guidelines or instructions as on the date of payment.

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 (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 above said remuneration (Fixed Salary, Variable Performance Bonus, Perquisites etc.,) along with the applicable increments, payable annually to Mr. Ankit Prakash Chitalia, in consideration of his services to the Company, **be paid as minimum remuneration in case of no profit or inadequacy of profit in any Financial Year or years during his tenure, subject to the overall Maximum limit of INR. 5,00,00,000 (Indian Rupees Five Crores) per annum**, the intention being that no further approval of the Company will be required so long as remuneration is not in excess of the overall maximum limit of Rs. INR. 5,00,00,000 (Indian Rupees Five Crores) per annum.

RESOLVED FURTHER THAT all the Executive Directors of the Company be and are hereby severally / jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above resolution 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. REVISION OF REMUNERATION OF MR. SUNIL PRASAD WHOLE TIME DIRECTOR AND COO

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

“RESOLVED THAT pursuant to Section 197 read with Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (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 approval of the members be and is hereby accorded for the payment of the remuneration i.e the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") annually to Mr. Sunil Prasad, in consideration of his services to the Company, for a period of three years or expiry of his appointment whichever is earlier, on the terms and conditions as per details given below:

1) Remuneration:

(A) Fixed Salary:

Salary component	Payable Annually (INR)
Basic + DA	16,29,360
HRA	651,744
LTA	1,62,936
Special Allowances	12,89,088
Annual Bonus	1,35,780
Total pay	38,68,908

(B) Variable Performance Bonus – Up to 100% of the Gross Salary of Mr. Sunil Prasad depending upon the performance of the person and the Company.

(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.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mr. Sunil Prasad, as previously approved by the shareholders at the 15th Annual General Meeting of the Company held on 19th September, 2020 shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee), be and is hereby authorised and empowered to alter, vary or revise the terms and conditions of appointment, and approve such increment in remuneration (Fixed Salary,

Variable Performance Bonus, Perquisites etc.,) up to 100% of the Gross Remuneration Per Annum during his tenure in a way that total remuneration shall in no case exceed five percent of the Net Profits of the Company to Mr. Sunil Prasad or ten percent of the Net Profits of the Company to all the Executive Directors of the Company, as may be permissible under relevant laws, rules, regulations, guidelines or instructions as on the date of payment.

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 (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 above said remuneration (Fixed Salary, Variable Performance Bonus, Perquisites etc.,) along with the applicable increments, payable annually to Mr. Sunil Prasad, in consideration of his services to the Company, **be paid as minimum remuneration in case of no profit or inadequacy of profit in any Financial Year or years during his tenure, subject to the overall Maximum limit of INR. 5,00,00,000 (Indian Rupees Five Crores) per annum**, the intention being that no further approval of the Company will be required so long as remuneration is not in excess of the overall maximum limit of Rs. INR. 5,00,00,000 (Indian Rupees Five Crores) per annum.

RESOLVED FURTHER THAT all the Executive Directors of the Company be and are hereby severally / jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above resolution 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.”

7. APPOINTMENT OF MRS. NEHA AGRAWAL AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013; (including any statutory modification(s) or any amendments or any substitution or re-enactment thereof, if any, for the time being in force) and pursuant to the appointment made by the board in their Board meeting held on 27th March 2021 on terms approved by the board; and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing Mrs. Neha Agrawal’s candidature for the office of Director; and receipt of Consent letter in Form DIR – 2, Eligibility in Form DIR – 8, and Declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013 from Mrs. Neha Agrawal; thereby being eligible, and on recommendation of the Nomination and remuneration committee and the board of Directors, the members of the Company hereby

confirm and ratify the appointment of Mrs. Neha Agrawal (holding DIN 07925114) as Independent Director of the Company for the period of 5 (five) consecutive years starting from 27th March 2021 to 26th March 2026 AND THAT she shall not be liable to retire by rotation and shall be entitled to sitting fees and other reimbursements as decided by the board.

RESOLVED FURTHER THAT the draft letter for appointment of Mrs. Neha Agrawal an Independent Director setting out the terms and conditions of appointment be and is hereby approved.

RESOLVED FURTHER THAT any of the Executive Directors of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

8. REGULARISATION OF MR. ANAND GARG AS NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

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

“**RESOLVED THAT** pursuant to Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, (including any statutory modification(s) or any amendments or any substitution or re-enactment thereof, if any, for the time being in force), Mr. Anand Garg (holding DIN 09127351), who was appointed as an Non-Executive Additional Director of the Company by the Board of Directors w.e.f. 27th March, 2021 on terms approved by the board and who holds office up to the date of Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature to the Office of Director ; and who has submitted the Consent letter in Form DIR – 2, Eligibility in Form DIR – 8, Form MBP-1; thereby being eligible, and on recommendation of the Nomination and remuneration committee and the board of Directors of the Company, the members of the Company hereby appoint Mr. Anand Garg (holding DIN 09127351) as Non-Executive Director of the Company AND THAT he shall be liable to retire by rotation and shall be entitled to sitting fees and other reimbursements as decided by the board.

RESOLVED FURTHER THAT the draft letter for appointment of Mr. Anand Garg as Non-Executive Director setting out the terms and conditions of appointment be and is hereby approved.

RESOLVED FURTHER THAT any of the Executive Directors of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

9. APPOINTMENT OF MR. AKSHAT RAIKA AS NON-EXECUTIVE DIRECTOR

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

“RESOLVED THAT pursuant to Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, (including any statutory modification(s) or any amendments or any substitution or re-enactment thereof, if any, for the time being in force) and pursuant to notice received by the Company in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Akshat Gulabchand Raika’s for the office of Director and receipt of Consent letter in Form DIR – 2, Eligibility in Form DIR – 8, from Mr. Akshat Gulabchand Raika, on recommendation of the Nomination and remuneration committee and the board of Directors of the Company, being eligible, the members of the Company hereby appoint Mr. Akshat Gulabchand Raika (holding DIN 09284367) as Non-Executive Director of the Company with effect from the conclusion of this Annual General Meeting AND THAT he shall be liable to retire by rotation and shall be entitled to sitting fees and reimbursements as decided by the board.

RESOLVED FURTHER THAT the draft letter for appointment of Mr. Akshat Gulabchand Raika as Non-Executive Director setting out the terms and conditions of appointment be and is hereby approved.

RESOLVED FURTHER THAT any of the Executive Directors of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

10. APPOINTMENT OF MR. RAMKUMAR KRISHNAMACHARI AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, (including any statutory modification(s) or any amendments or any substitution or re-enactment thereof, if any, for the time being in force) and pursuant to notice received by the Company in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Ramkumar Krishnamachari’s for the office of Director and receipt of Consent letter in Form DIR – 2, Eligibility in Form DIR – 8, and Declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013 from Mr. Ramkumar Krishnamachari, on

recommendation of the Nomination and remuneration committee and the board of Directors of the Company ; being eligible, the members of the Company hereby appoint Mr. Ramkumar Krishnamachari (holding DIN 02581826) as Independent Director of the Company for the period of 5 (five) consecutive years with effect from the conclusion of this Annual General Meeting i.e starting from 28th August 2021 to 27th August 2026 AND THAT he shall not be liable to retire by rotation and shall be entitled to sitting fees and other reimbursements as decided by the board.

RESOLVED FURTHER THAT the draft letter for appointment of Mr. Ramkumar Krishnamachari an Independent Director setting out the terms and conditions of appointment be and is hereby approved.

RESOLVED FURTHER THAT any of the Executive Directors of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

11. AUTHORIZATION OF BOARD FOR BORROW MONEY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT 2013

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 Section 180(1)(c) and 180(2) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or any amendments or any substitution or re-enactment thereof, if any, for the time being in force) and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time in one or more tranches as they may think fit, any sum or sums of money in any currency not exceeding Total amount of INR. 2,00,00,00,000 (Indian Rupees Two Hundred Crores only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT all the Executive Directors of the Company be and are hereby severally / jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above resolution 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.”

12. ALTERATION OF MEMORANDUM OF ASSOCIATION 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 Section 13, 15 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 subject to the approval of the Registrar of Companies, Karnataka, the members of the Company hereby approve the additions and modifications as described below, made to the existing Memorandum of Association of the Company, a revised draft of which along with the changes was placed for approval of members at the meeting:

- A. The Existing Object clause **3rd (A) - 2** is altered and replaced by the below Clause with addition of the words highlighted in italicised font:

3rd(A) - 2. Research & Development, manufacture, import, export, sales, distribution, repairs and service of machinery, tools, *hand tools, power tools, accessories, parts*, equipment, devices, implements for all tasks of agriculture, *construction, masonry, carpentry, industrial* practices for example, but not limited to, soil preparation, seeding and planting, inter-cultivation, weed control, spraying, plant protection, crop management, irrigation, harvesting, post-harvesting for agriculture, sericulture, horticulture, olericulture, floriculture, viticulture, dairy, poultry, fishery, aquaculture, animal husbandry, dairy, forestry, pomology, *building, road and other constructions, various mason tasks, furniture and other wood work, tiling and granite, drilling, cutting, grinding, various finishing work* etc.

- B. The Existing Object clause **3rd (A) - 10** is altered and replaced by the below Clause with addition of the words highlighted in italicised font:

3rd(A) - 10. To carry on the business of manufacturers, processors, formulators, sellers, purchasers, distributors, packers, labellers, importers, exporters and traders in all kinds of pesticides combined pesticides, technical grade pesticide, formulations, granules dusts, liquids, powders, slurries, pastes, fungicides, weedicides, rodenticides, pesticides, plant hormones, botanical and insecticides, biotechnologicals, straight simple and granulated, fertilisers and their mixtures, cattle feeds, agricultural chemicals, base chemicals, soil nutrients of micro and micro types clays of different colors, *industrial oils e.g. for lubrications, cooling and other such usages.*

C. The Existing clause **3rd (B) - 48** is altered and replaced by the below Clause with addition of the words highlighted in italicised font:

3rd(B) – 48. To negotiate, *liaison, alter, finalize, approve* for loans, cash credits, overdraft, buyer's credit, other financial facilities from national / international - banks, financial institutions, government or semi government bodies and others by drawing instruments like, but not restricted to, Bills of Exchange, Promissory Notes, Hundies, Letter of Credit, Commercial Papers on behalf of companies, firms, societies, associations and others of every description to discount or arrange and negotiate international exports credits, imports credits, buyers and seller credits worldwide and to arrange finance for projects in India and abroad.

RESOLVED FURTHER THAT all the Executive Directors of the Company be and are hereby severally / jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above resolution and to settle all matters arising out of and incidental thereto and sign and execute 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.”

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

Sd/-

**Hullahalli Chandrashekar Ramya
Company Secretary**

Date: 14th August, 2021
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 or Email Id to the Company at its Registered Office and respective Depository Participants
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 Annual 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, 2019 to hold office for 3 years i.e. till 4th September, 2022. The members approved the appointment and remuneration payable to him in the Annual General meeting held on 21st August 2019.

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 prospects, effect of his appointment in the effective management of the affairs of the company etc., has recommended the revision in remuneration of Mr. Ravindra Kumar Agrawal, as set out in Resolution No. 3 for the approval of Shareholders.

Further that 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 event of no profit or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Ravindra Kumar Agrawal Managing Director shall be entitled to a minimum remuneration comprising of salary, variable performance bonus, perquisites and annual increments as detailed in the resolution item no. 3 above during his tenure. In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company in its meeting held on 14th August 2021, the Board of Directors of the Company in its meeting held on 14th August 2021 have approved the payment of remuneration (comprising of salary , perquisite and applicable increments) as detailed in the resolution in item no 3 above, as minimum remuneration to Mr. Ravindra Kumar Agrawal in the event of absence or inadequacy of profits in any Financial Year(s) during his remaining tenure subject to an overall limit of INR 5,00,00,000 (Indian Rupees Five Crores) per annum.

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 board recommends to the members the resolution set out in item no 3 to be passed as a special resolution.

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 forestry machinery - Wholesale trading of Power tools - Development and Production of seeds and planting materials.	
(b) Date or expected date of commencement of commercial production.	Company started Business of wholesale trading in 2005 and started manufacturing in 2014. Development & Production of seeds began in 2018. Further, the Company ventured into Business of wholesale trading of Power tools in 2021.	
(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: 2020-21 Gross Revenue: INR 21,534.48 Lakhs Profit after Tax: INR 2,865.14 Lakhs Rate of Dividend: 0 Earnings per Share: INR 27.55	
(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 GUI	
(b) Past remuneration	The remuneration drawn by Mr. Ravindra Kumar Agrawal during the past two years is as follows:	
	Year	INR in Lakhs PA
	2019-20	60.93
	2020-21	71.16
(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. 76,47,540 per annum (Seventy Six Lakhs Forty Seven Thousand Five Hundred and Forty) by way of salary and performance bonus up to 100% of the Gross Salary for FY 2021-22. 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 INR 5,00,00,000 Crores in any Financial Year in the event of inadequacy of profits.
(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:	
(a) Reasons of inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Ravindra Kumar Agrawal i.e. till September 4, 2022.
b) Steps taken or proposed to be taken for improvement	<p>Following steps taken by the Company for improvement:</p> <p>* Company has been significantly improving its inventory costs and inventory holding year-on-year basis. It has already improved profitability in the last years</p> <p>* Growth in company's sales helps increase our scale of purchase and then Minimum Order Quantity</p>

	<p>is no longer a burden and reduces inventory carrying costs</p> <p>* Company has developed mobile application to track tour and dealer visits of sales employee increasing in per employee sales productivity and improving performance.</p> <p>* Company is continuously trying to upgrade product portfolio by improvements and additions as needed</p> <p>* Company comes up with schemes to increase same store sales by way of quantity discounts, joint promotion activity, service camps etc.</p> <p>* Company has started manufacturing engines, water-pumps, inter-cultivators with BIS:ISI certifications to increase brand value and market share</p> <p>* Company is investing in better financial and performance analytics for timely interventions as needed to improve performance</p> <p>* Company is consciously clearing aged inventory at aggressive discounts</p> <p>* 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.</p> <p>* Further, by highly competitive pricing backed with service and parts, the Company maintains its leadership, improve market share and financial performance.</p>
(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 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.3 of the notice for the approval of the members.

Item No. 2

Mrs. Sarika Agrawal was appointed as Whole Time Director from 18th December 2020 to hold office for 3 years i.e. till 17th December 2023. The members approved the appointment and remuneration payable to her in the Annual General meeting held on 19th September 2020.

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 prospects, effect of his appointment in the effective management of the affairs of the company etc., has recommended the revision in remuneration of Mrs. Sarika Agrawal, as set out in Resolution No. 4 for the approval of Shareholders.

Further that 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 event of no profit or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mrs. Sarika Agrawal Whole Time Director shall be entitled to a minimum remuneration comprising of salary, variable performance bonus, perquisites and annual increments as detailed in the resolution item no. 4 above during his tenure. In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company in its meeting held on 14th August 2021, the Board of Directors of the Company in its meeting held on 14th August 2021 have approved the payment of remuneration (comprising of salary , perquisite and applicable increments) as detailed in the resolution in item no 4 above, as minimum remuneration to Mrs. Sarika Agrawal in the event of absence or inadequacy of profits in any Financial Year(s) during his remaining tenure subject to an overall limit of INR 5,00,00,000 (Indian Rupees Five Crores) per annum.

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 board recommends to the members the resolution set out in item no 4 to be passed as a special resolution.

Mrs. Sarika Agrawal and her spouse Mr. Ravindra Kumar 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	<ul style="list-style-type: none"> - Wholesale of agricultural machinery, equipment and supplies - Manufacture of agricultural and forestry machinery - Wholesale trading of Power tools - Development and Production of seeds and planting materials
(b) Date or expected date of commencement of commercial production.	Company started Business of wholesale trading in 2005 and started manufacturing in 2014. Development & Production of seeds began in 2018. Further, the Company ventured into Business of wholesale trading of Power tools in 2021.
(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 2020-21 Gross Revenue : INR 21,534.48 Lakhs Profit after Tax: INR 2,865.14 Lakhs Rate of Dividend : 0 Earnings per Share: INR 27.55
(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.A (English), Ravishankar University, India,1988 <input type="checkbox"/> Oversees Accounting Functions, purchases and Human Resources <input type="checkbox"/> Visits OEM factories for audit, undertakes vendor development and works on new product identification	
(b) Past remuneration	The remuneration drawn by Mrs. Sarika Agrawal during the past two years is as follows:	
	Year	Rs. in Lakhs PA
	2019-20 2020-21	60.93 69.97
(c) Recognition or awards		
(d) Job profile and his suitability	She is the Whole Time Director of the Company and devotes whole time attention for the supervision of finance and accounts, employee relation and vendor relation. Taking this into consideration, the Board has bestowed the leadership of the Organization.	
(e) Remuneration proposed	It is proposed to pay consolidated remuneration to Mrs. Sarika Agrawal up to Rs. 76,47,540 per annum (Seventy Six Lakhs Forty Seven Thousand Five Hundred and Forty) by way of salary and performance bonus of not exceed 100% of the Gross Salary for FY 2021-22. 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 INR 5,00,00,000 Crores in any Financial Year in the event of inadequacy of profits	
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by her 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, Mrs. Sarika Agrawal does not have any other pecuniary relationship with the Company. Further, she is one of the promoters and Whole Time Director of the Company. She is one of the Director (Governor) of Holding Company M/s Washington Agrotech Limited. Her husband Mr. Ravindra Kumar Agrawal is also one of the promoters and Managing Director of KisanKraft Limited.
III. Other information:	
(b) Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mrs. Sarika Agrawal i.e. till 17 th December 2023.
b) Steps taken or proposed to be taken for improvement	<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

	<ul style="list-style-type: none"> * 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.
(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> <ul style="list-style-type: none"> * 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. * Continued migration of rural labor to urban areas in reducing availability of farm labours, increasing demand for our products across India. * Company has been experiencing better Year-on-Year profitability already due to various steps taken. * Profitability is expected to improve even further, but it is difficult to put an accurate number on it due to many variables.

The remuneration payable to Mrs. Sarika 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.4 of the notice for the approval of the members.

Item No. 3

Mr. Ankit Prakash Chitalia was appointed as Whole Time Director & CEO from 05th September, 2019 to hold office for 3 years i.e. till 4th September, 2022. The members approved

the appointment and remuneration payable to him in the Annual General meeting held on 21st August 2019.

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 prospects, effect of his appointment in the effective management of the affairs of the company etc., has recommended the revision in remuneration of Mrs. Sarika Agrawal, as set out in Resolution No. 4 for the approval of Shareholders.

Further that 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 event of no profit or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Ankit Prakash Chitalia Whole Time Director & CEO shall be entitled to a minimum remuneration comprising of salary, variable performance bonus, perquisites and annual increments as detailed in the resolution item no. 5 above during his tenure. In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company in its meeting held on 14th August 2021, the Board of Directors of the Company in its meeting held on 14th August 2021 have approved the payment of remuneration (comprising of salary , perquisite and applicable increments) as detailed in the resolution in item no 5 above, as minimum remuneration to Mr. Ankit Prakash Chitalia in the event of absence or inadequacy of profits in any Financial Year(s) during his remaining tenure subject to an overall limit of INR 5,00,00,000 (Indian Rupees Five Crores) per annum.

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 board recommends to the members the resolution set out in item no 5 to be passed as a special resolution.

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	<ul style="list-style-type: none">- Wholesale of agricultural machinery, equipment and supplies- Manufacture of agricultural and forestry machinery- Wholesale trading of Power tools- Development and Production of seeds and planting materials

(b) Date or expected date of commencement of commercial production.	Company started Business of wholesale trading in 2005 and started manufacturing in 2014. Development & Production of seeds began in 2018. Further, the Company ventured into Business of wholesale trading of Power tools in 2021.	
(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 2020-21 Gross Revenue: INR 21,534.48 Lakhs Profit after Tax: INR 2,865.14 Lakhs	
(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	
	Year	Rs. in Lakhs
	2019-20 2020-21	66.05 86.22
(c) Recognition or awards		
(d) Job profile and his suitability	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 INR 73,61,892 per annum (Indian Rupees Seventy Three Lakhs Sixty One Thousand Eight Hundred and Ninety Two) by way of salary and performance bonus of not exceed 100% of the Gross Salary for FY 2021-22. For other FY till the term of appointment as recommended by Nomination and Remuneration Committee
(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, Mr. Ankit Prakash Chitalia does not have any other pecuniary relationship with the Company.
III. Other information:	
(a) Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Ankit Prakash Chitalia i.e. till 4th September, 2022.
(b) Steps taken or proposed to be taken for improvement	<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

	<p>employee increasing in per employee sales productivity and improving performance.</p> <p>* Company is continuously trying to upgrade product portfolio by improvements and additions as needed</p> <p>* Company comes up with schemes to increase same store sales by way of quantity discounts, joint promotion activity, service camps etc.</p> <p>* Company has started manufacturing engines, water-pumps, inter-cultivators with BIS:ISI certifications to increase brand value and market share</p> <p>* Company is investing in better financial and performance analytics for timely interventions as needed to improve performance</p> <p>* Company is consciously clearing aged inventory at aggressive discounts</p> <p>* 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.</p> <p>* Further, by highly competitive pricing backed with service and parts, the Company maintains its leadership, improve market share and financial performance.</p>
(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. 5 of the notice for the approval of the members.

Item No. 4

Mr. Sunil Prasad was appointed as Whole Time Director & COO from 18th December 2020 to hold office for 3 years i.e. till 17th December 2023. The members approved the appointment and remuneration payable to him in the Annual General meeting held on 19th September 2020.

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 prospects, effect of his appointment in the effective management of the affairs of the company etc., has recommended the revision in remuneration of Mr. Sunil Prasad, as set out in Resolution No. 4 for the approval of Shareholders.

Further that 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 event of no profit or inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Sunil Prasad Whole Time Director shall be entitled to a minimum remuneration comprising of salary, variable performance bonus, perquisites and annual increments as detailed in the resolution item no. 6 above during his tenure. In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee of the Company in its meeting held on 14th August 2021, the Board of Directors of the Company in its meeting held on 14th August 2021 have approved the payment of remuneration (comprising of salary, perquisite and applicable increments) as detailed in the resolution in item no 6 above, as minimum remuneration to Mr. Sunil Prasad in the event of absence or inadequacy of profits in any Financial Year(s) during his remaining tenure subject to an overall limit of INR 5,00,00,000 (Indian Rupees Five Crores) per annum.

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 board recommends to the members the resolution set out in item no 6 to be passed as a special resolution.

Except, Mr. Sunil Prasad, 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 -Wholesale trading of Power tools -Development and Production of seeds and planting materials	
(b) Date or expected date of commencement of commercial production.	Company started Business of wholesale trading in 2005 and started manufacturing in 2014. Development & Production of seeds began in 2018. Further, the Company ventured into Business of wholesale trading of Power tools in 2021.	
(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 2020-21 Gross Revenue : INR 21,534.48 Lakhs Profit after Tax: INR 2,865.14 Lakhs Rate of Dividend : 0 Earnings per Share: INR 27.55	
(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	He has an experience of 2.6 years in Reliance communication as a Business Development officer.	
(b) Past remuneration	The remuneration drawn by Mr. Sunil Prasad during the past two years is as follows:	
	Year	Rs. in Lakhs
	2019-20	36.14
	2020-21	42.63
(c) Recognition or awards		

(d) Job profile and his suitability	He has appointed as Director of the Company on 4 th July, 2016. He is the Whole Time Director and COO of the Company and devotes whole time in Handling all the operations, Sales, Marketing. 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. Sunil Prasad up to Rs. 38,68,908 per annum (Rupees Thirty Eight Lakhs Sixty Eight Thousand and Nine Hundred and Eight) by way of salary and performance bonus of not exceed 100% of the Gross Salary for FY 2021-22. 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 INR 5,00,00,000 Crores in any Financial Year in the event of inadequacy of profits.
(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, Mr. Sunil Prasad does not have any other pecuniary relationship with the Company.
III. Other information:	
(a) Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Sunil Prasad i.e. till 17 th December 2023.
(b) Steps taken or proposed to be taken for improvement	<p>Following steps taken by the Company for improvement:</p> <p>* Company has been significantly improving its inventory costs and inventory holding year-on-year basis. It has already improved profitability in the last years</p> <p>* 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</p>

	<p>* Company has developed mobile application to track tour and dealer visits of sales employee increasing in per employee sales productivity and improving performance.</p> <p>* Company is continuously trying to upgrade product portfolio by improvements and additions as needed</p> <p>* Company comes up with schemes to increase same store sales by way of quantity discounts, joint promotion activity, service camps etc.</p> <p>* Company has started manufacturing engines, water-pumps, inter-cultivators with BIS:ISI certifications to increase brand value and market share</p> <p>* Company is investing in better financial and performance analytics for timely interventions as needed to improve performance</p> <p>* Company is consciously clearing aged inventory at aggressive discounts</p> <p>* 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.</p> <p>* Further, by highly competitive pricing backed with service and parts, the Company maintains its leadership, improve market share and financial performance.</p>
(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</p>

many variables.

The remuneration payable to Mr. Sunil Prasad 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. 6 of the notice for the approval of the members.

Item No. 5

Mrs. Neha Agrawal was appointed by the members of the Company as Non-Executive Director in the EGM held on 18th December 2017 with effect from 16th October 2017 liable to retire by rotation.

Subsequently, the board observed that Mrs. Neha Agrawal, fulfills all the conditions specified in the Companies Act, 2013 and Rules made there to take up the role of an Independent Director of the Company and therefore the Board of Director of the Company in their meeting held on 27th March 2021 changed the designation of the Mrs. Neha Agrawal from Non-Executive Director to Independent Non-executive Director on the recommendation of the Nomination and Remuneration Committee.

Further that, as per section 150 (2) and Clause IV (2) of Schedule IV of the Companies Act 2013, the appointment of independent director is required to be approved by the members in General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 in writing from a member Mrs. Sireesha proposing Mrs. Neha Agrawal's candidature to the Office of Director.

The Company has received consent from Mrs. Neha Agrawal and also declaration confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and Declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013. She is also a member of the Independent Directors database maintained by the Institute of Corporate affairs of India.

The Nomination & Remuneration Committee and the board has recommended the appointment of Mr. Neha Agrawal as Independent Non-Executive Director to hold office for the period starting from 27th March 2021 to 26th March 2026 on the terms and conditions as mentioned in the appointment letter and shall not liable to retire by rotation.

The Board has consider all factors and has satisfied itself that the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management and that her association would be of immense benefits to the Company and therefore it is desirable to appoint Mrs. Neha Agrawal as an Independent Non-Executive Director of the Company.

A copy of the draft letter for appointment as Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during normal business hours on any working day.

Brief Profile of Mrs. Neha Agrawal

Mrs. Neha Agrawal, result driven professional with 14 years of post-CA experience in Financial Planning & Analysis and Business Partnering. Currently she is associated with VMWare India as a Finance Manager – Real Estate & Workplace, Asia. She has experience in the areas of Business Strategy, Finance Controllership, Performance Management, Business Partnership, Business Analysis etc. She has been rewarded for her exceptional performance in driving business results and process improvements throughout her corporate career.

Mrs. Neha Agrawal, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed appointment.

The Board recommends the Ordinary Resolution as set out at item number 7 of the Notice for the approval of the members.

Item No. 6

Mr. Anand Garg, who was appointed as an Additional (Non-Executive) Director of the Company by the Board of Directors on 27th March 2021 under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of forth coming Annual General Meeting, and is eligible for appointment as Director.

Notice has been received from a Member, Mr. Ravindra Kumar Agrawal proposing the candidature of Mr. Anand Garg for the office of Director under Section 160 of the Companies Act, 2013.

The Company has received consent from the Director and also declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Nomination & Remuneration Committee and the board has recommended the appointment of Mr. Anand Garg as Non-Executive Director to hold office and liable to retire by rotation.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Anand Garg as a Non-Executive Director of the Company.

A copy of the draft letter for appointment as Non-Executive Director setting out the terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during normal business hours on any working day.

Brief Profile of Mr. Anand Garg

Mr. Anand Garg has over three decades of professional experience in diverse businesses viz Telecom, Telecom Infrastructure, Healthcare and Automotive Lubricants in Emerging Markets viz India, South Africa, Sub Saharan Africa and the Middle East. Previously, he has held P&L responsibility at operating level nationally and in multi-country operations in functional areas such as Strategy, Leadership, Business Development and Sales & Marketing. Currently, he is involved in consultancy assignments independently across sectors though mainly focused on healthcare and infrastructure. He is a Graduate in humanities from Ravishankar University, Raipur and has done his Management Development Program from Calcutta Management Association under the aegis of IIM, Calcutta.

Except Mr. Anand Garg, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed appointment.

This is to inform to the members that Mr. Akshat Garg son of Mr. Anand Garg is an existing employee of the Company working as Program Manager.

The Board recommends the Ordinary Resolution as set out at item number 8 of the Notice for the approval of the members.

Item No. 7

The Company has received notice under Section 160 of the Companies Act, 2013 in writing from a member Mr. Sunil Prasad proposing Mr. Akshat Gulabchand Raika's candidature to the Office of Director.

The Company has received consent from the Director and also declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Nomination & Remuneration Committee and the board of Directors of the Company has recommended the appointment of Mr. Akshat Garg as Non-Executive Director to hold office and liable to retire by rotation.

The Board considers his association to be of immense benefit to the Company and therefore it is desirable to appoint Mr. Anand Garg as a Non-Executive Director of the Company.

A copy of the draft letter for appointment as Non-Executive Director setting out the terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during normal business hours on any working day.

Brief Profile of Mr. Akshat Gulabchand Raika

Mr. Raika has Double Majors in Computer Science and Mathematics from University of Wisconsin, Madison, USA. His primary focus is development of computer software

technology. He is also active in supporting start-ups ecosystems and social organizations to foster entrepreneurship among young professionals. Additionally, he is a technophile and is always looking at new developments across different sectors.

Except Mr. Akshat Raika, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed appointment.

The Board recommends the Ordinary Resolution as set out at item number 9 of the Notice for the approval of the members.

Item No. 8

Mr. Ramkumar Krishnamachari was appointed by the members of the Company as Independent Non-Executive Director in the EGM held on 18th December 2017 with effect from 1st July 2017 to 30th June 2022.

However, Mr. Ramkumar Krishnamachari had to resign from the post of Independent Directorship with effect from 25th March, 2021 due to issues with renewal of his registration with the independent Director database as maintained by the Indian Institute of Corporate Affairs.

Mr. Ramkumar Krishnamachari has now renewed his registration at Data Bank of Independent Directors on 6th August 2021 which is valid from 6th December 2019 to 5th December 2025.

Consequent upon the renewal of registration at Data Bank of Independent Directors, the Company has received notice under Section 160 of the Companies Act, 2013 in writing from a member Mr. Ajay Kumar Chalasani proposing Mr. Ramkumar Krishnamachari's candidature to the Office of Director.

Further that, as per section 150 (2) and Clause IV (2) of Schedule IV of the Companies Act 2013, the appointment of independent director is required to be approved by the members in General Meeting.

The Nomination & Remuneration Committee and the board has recommended the appointment of Independent Non-Executive Director to hold office for the period starting from 28th August 2021 to 27th August 2026 on the terms and conditions as mentioned in the appointment letter and not liable to retire by rotation.

The Company has received consent from Mr. Ramkumar Krishnamachari and also declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and Declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013.

The Board has consider all factors and has satisfied itself that the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management and that her association would be of immense benefits to the Company and therefore it is desirable to appoint Mr. Ramkumar Krishnamachari as an Independent Non-Executive Director of the Company.

A copy of the draft letter for appointment as Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during normal business hours on any working day.

Brief Profile of Mr. Ramkumar Krishnamachari

Mr. Ramkumar Krishnamachari - Experienced leader with over 27 years of experience, of which last 14 years have been in the role of CFO. An experience which is well grounded the ensuring key business objectives of value maximization for shareholders, providing great service to user and customer community, adhering to high corporate governance standards, creating and fostering a great environment for the employees and ensure being a responsible corporate citizen. Until recently, Mr. Ramkumar Krishnamachari was the Chief Financial Officer (CFO) of Just Dial Limited and is the man who laid the groundwork and led the Initial Public Offering of the Company which turned out to be a resounding success despite a sluggish market at that time. Ramkumar was amongst the Top 20 rank holders at AICWA & ACA (1987-89).

Except Mr. Ramkumar Krishnamachari, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed appointment.

The Board recommends the Special Resolution as set out at item number 10 of the Notice for the approval of the members.

Item No. 9

The Board feels that the object Clause of the Company as stated in the Memorandum of Association of the Company should be fine-tuned to make it more precise, clear and accommodate and list out the complete range of activities intended to be carried out by the Company. Accordingly, the Board of directors of the company in its meeting held on 14th August 2021 approved the changes as described below to the Memorandum of Association of the Company subject to the approval by the members and Registrar of Companies.

The Memorandum of Association of the Company is required to be altered to accommodate the following changes:

- A. The Existing Object clause **3rd (A) - 2** is altered and replaced by the below Clause with addition of the words highlighted in italicised font:

3rd(A) - 2. Research & Development, manufacture, import, export, sales, distribution, repairs and service of machinery, tools, *hand tools, power tools, accessories, parts,* equipment, devices, implements for all tasks of agriculture, *construction, masonry, carpentry, industrial* practices for example, but not limited to, soil preparation, seeding and planting, inter-cultivation, weed control, spraying, plant protection, crop management, irrigation, harvesting, post-harvesting for agriculture, sericulture, horticulture, olericulture, floriculture, viticulture, dairy, poultry, fishery, aquaculture, animal husbandry, dairy, forestry, pomology, *building, road and other constructions, various mason tasks, furniture and other wood work, tiling and granite, drilling, cutting, grinding, various finishing work* etc.

- B. The Existing Object clause **3rd (A) - 10** is altered and replaced by the below Clause with addition of the words highlighted in italicised font:

3rd(A) - 10. To carry on the business of manufacturers, processors, formulators, sellers, purchasers, distributors, packers, labellers, importers, exporters and traders in all kinds of pesticides combined pesticides, technical grade pesticide, formulations, granules dusts, liquids, powders, slurries, pastes, fungicides, weedicides, rodenticides, pesticides, plant hormones, botanical and insecticides, biotechnologicals, straight simple and granulated, fertilisers and their mixtures, cattle feeds, agricultural chemicals, base chemicals, soil nutrients of micro and micro types clays of different colors, *industrial oils e.g. for lubrications, cooling and other such usages.*

- C. The Existing clause **3rd (B) - 48** is altered and replaced by the below Clause with addition of the words highlighted in italicised font:

3rd(B) – 48. To negotiate, *liaison, alter, finalize, approve* for loans, cash credits, overdraft, buyer's credit, other financial facilities from national / international - banks, financial institutions, government or semi government bodies and others by drawing instruments like, but not restricted to, Bills of Exchange, Promissory Notes, Hundies, Letter of Credit, Commercial Papers on behalf of companies, firms, societies, associations and others of every description to discount or arrange and negotiate international exports credits, imports credits, buyers and seller credits worldwide and to arrange finance for projects in India and abroad.

The entire set of revised Memorandum of association is available at the registered office of the Company for inspection and will be also available at the Annual General meeting.

In terms of Section 13 of 2013 Act, consent of Members by way of as special resolution is required for alteration of the Memorandum of Association and hence the Directors

recommend the resolution included in Item no. 11 for the approval by the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the proposed Resolution except to the extent of their shareholdings in the Company.

Item No. 10

The Members of the Company at the Extra-ordinary General Meeting held on 6th March, 2020 accorded approval to the Board of Directors of the Company for borrowing any sum of money not exceeding INR 1,00,00,00,000 (Indian Rupees One Hundred Crores only) (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) pursuant to the provisions of Section 180(1)(c) and 180(2).

The Company may require more funds in near future, hence it is proposed to pass an enabling special resolution authorizing the Board to borrow money in excess of the paid up capital, free reserves and securities premium for an amount not exceeding INR 2,00,00,00,000 (Indian Rupees Two Hundred Crores only) (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) pursuant to the provisions of Section 180(1)(c) and 180(2). Hence the Board of Directors recommends the Resolution as a Special Resolution for your approval.

Your Directors recommend the resolution as set out in Item No. 12 for your approval as a special resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolutions except to the extent of their shareholding in the Company.

BY ORDER OF THE BOARD OF DIRECTORS

For M/s KisanKraft Limited

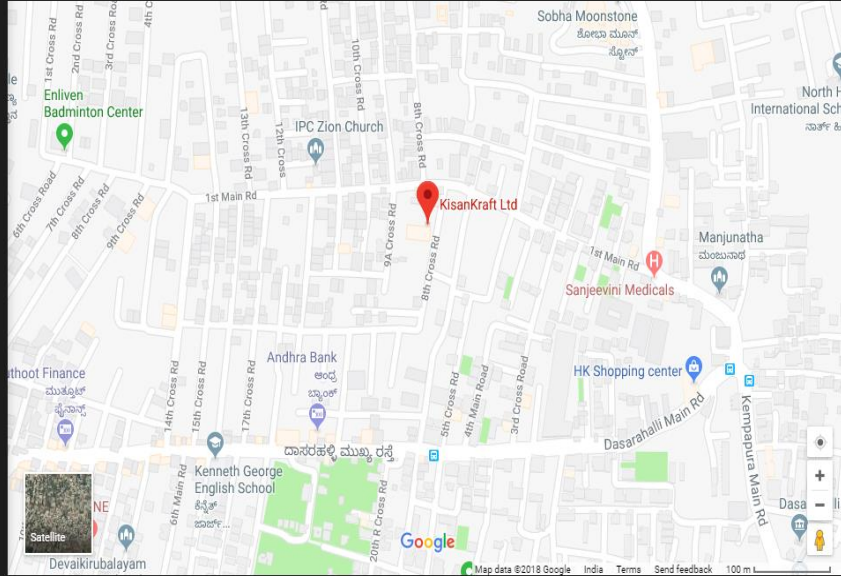
Sd/-

Hullahalli Chandrashekar Ramya
Company Secretary

Date: 14th August, 2021

Place: Bangalore

REGISTERED OFFICE ROUTE MAP



KISANKRAFT LIMITED

ATTENDANCE SHEET

16th Annual General Meeting

Venue of the meeting: Registered Office

Day and Date of the meeting: Saturday, 28th August 2021

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 Saturday, 28th August 2021 at 11:30 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 68357800, **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 on Saturday, 28th August 2021 at 11:30 AM 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.				
Special Business				
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

Signed this..... Day of 2021

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