

KISANKRAFT LIMITED
CIN: U29220KA2005PLC066051

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that, the 17th Annual General Meeting (AGM) of the members of M/s. KisanKraft Limited (“the Company”) will be held on Wednesday, 28th September 2022 at 12.00 Noon 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 at shorter Notice 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 2022 including the audited Balance Sheet as at 31st March, 2022, Statement of Profit and Loss along with notes and Cash Flow Statement for the year ended 31st March, 2022 and the Reports of Board of Directors (“the Board”) and Auditors thereon;
2. To appoint a director in place of Mr. Sunil Prasad (DIN 07559715), whose office is liable to retire by rotation 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, the approval of the members of the Company be and is hereby accorded to reappoint Mr. Sunil Prasad (DIN 07559715) as Whole Time Director liable to retire by rotation.”

SPECIAL BUSINESS:

3. **TO APPOINT MR. RAVINDRA KUMAR AGRAWAL AS CHAIRMAN OF THE COMPANY AND WHOLE TIME DIRECTOR AND FIXING HIS REMUNERATION**

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and such other consents and permission as may be required, as per the recommendations made by the Nomination and Remuneration Committee & the Board,

the members hereby approve and ratify the appointment of Mr. Ravindra Kumar Agrawal (DIN: 00195640), who has submitted the consent letter in Form DIR 2, Eligibility in Form DIR – 8, Concern or interest in Form MBP-1, as the Chairman of the Company and Whole Time Director for a period of Three (3) years with effect from September 5, 2022 to September 30, 2025 and whose term of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 197 and 200 read with Section II of Part II of Schedule V, and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and such other consents and permission as may be required, the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") payable to Mr. Ravindra Kumar Agrawal be and is hereby approved, for a period of 3 (three) years, on the terms and conditions as per details given below, as a minimum remuneration in case of no profit or inadequacy of profits:

1) Remuneration:

The Company shall, in consideration of his services to the Company, pay the following remuneration to the Chairman and Whole Time Director during his term of office:

(A) Fixed Salary:

Salary component	Payable Annually (INR)
Basic + DA	35,14,440
HRA	14,05,776
LTA	3,51,444
Special Allowances	28,47,756
Annual Bonus	2,92,872
Total pay	84,12,288

The appointee shall be entitled to increase up to 100% Per Annum during his tenure on the total salary component.

(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 during his tenure.

(C) The Total Pay would be subject to the Maximum limit of INR 5,00,00,000 (Indian Rupees Five Crores) per annum in case of no profit/inadequacy of profit during his tenure.

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

2) Perquisites and Allowances:

(A) REIMBURSEMENT OF MEDICAL EXPENSES

As per Rules of the Company.

(B) PERSONAL ACCIDENT INSURANCE

As per Rules of the Company.

(C) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND

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

(D) LEAVE AND ENCASHMENT OF LEAVE

As per Rules of the Company.

(E) GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND

As per Rules of the Company.

(F) USE OF CAR AND TELEPHONE

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

(G) REIMBURSEMENT OF EXPENSES

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

(H) OTHER BENEFITS:

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

3) Other terms and conditions:

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

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

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

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

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

RESOLVED FURTHER THAT the Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary 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 the Maximum limits of INR 5,00,00,000 (Indian Rupees Five Crores) per annum.

FURTHER RESOLVED THAT the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, be and are hereby authorized and empowered in case of adequacy of profits to pay the remuneration as may be permissible under and by any amendments to Section 197 and / or Schedule V of the Companies Act, 2013 or by way of any Government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of Mr. Ravindra Kumar Agrawal is not in excess of the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.”

RESOLVED FURTHER THAT all the Executive Directors of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above 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. **TO APPOINT MR. ANKIT PRAKASH CHITALIA AS MANAGING DIRECTOR AND CEO OF THE COMPANY AND FIXING HIS REMUNERATION**

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

“RESOLVED THAT, pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and such other consents and permission as may be required, as per the recommendations made by the Nomination and Remuneration Committee & the Board, the members hereby approve and ratify the appointment of Mr. Ankit Prakash Chitalia (DIN: 06667003), who has submitted the consent letter in Form DIR 2, Eligibility in Form DIR – 8, Concern or interest in Form MBP-1, as Managing Director and CEO for a period of Three (3) years with effect from September 5, 2022 to September 30, 2025, and liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 197 and 200 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and such other consents and permission as may be required, the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") payable to Mr. Ankit Prakash Chitalia be and is hereby approved, for a period of 3 (three) years, on the terms and conditions as per details given below, as a minimum remuneration in case of no profit or inadequacy of profits:

1) Remuneration:

The Company shall, in consideration of his services to the Company, pay the following remuneration to the Managing Director during his term of office.

(A) Fixed Salary:

Salary component	Payable Annually (INR)
Basic + DA	35,14,440
HRA	14,05,776
LTA	3,51,444
Special Allowances	25,43,496
Annual Bonus	2,92,872
Total pay	81,08,028

The appointee shall be entitled to increase up to 100% Per Annum during his tenure on the total salary component.

(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 Total Pay would be subject to the Maximum limit of INR 5,00,00,000 (Indian Rupees Five Crores) per annum in case of no profit/inadequacy of profit during his tenure.

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

2) Perquisites and Allowances:

(A) REIMBURSEMENT OF MEDICAL EXPENSES
As per Rules of the Company.

(B) PERSONAL ACCIDENT INSURANCE
As per Rules of the Company.

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

3) Other terms and conditions:

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

RESOLVED FURTHER THAT the Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary 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 the Maximum limits of INR 5,00,00,000 (Indian Rupees Five Crores) per annum.

FURTHER RESOLVED THAT the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, be and are hereby authorized and empowered in case of adequacy of profits to pay the remuneration as may be permissible under and by any amendments to Section 197 and / or Schedule V of the Companies Act, 2013 or by way of any Government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of Mr. Ankit Prakash Chitalia is not in excess of the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.”

RESOLVED FURTHER THAT 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. 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 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder 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 addition of following clause 3rd (A) – 11 made to the existing Memorandum of Association of the Company after clause 3rd (A) – 10 and to renumber the existing clause 3rd (A) – 11 as 3rd (A) – 12:

3rd(A) - 11. *To carry on the business of manufacturers, sellers, purchasers, distributors, packers, labellers, importers, exporters and traders in all kinds of home appliances, its accessories and parts.*

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

3rd (B) – 10. To adopt such means of making known to the public the business of this company and in particular, by giving prizes, awards, and donations or advertising prizes,

awards and donation or advertising in the press by circulars, by hoarding, posters, placards, publication of books, journals banners, *any other merchandise*.

RESOLVED FURTHER THAT any of 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, and filing of forms, returns and generally to do all acts, deeds and things that may be necessary, proper, desirable, 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/-
Ravindra Kumar Agrawal
Managing Director
DIN: 00195640

Date: 24th September 2022
Place: Bangalore

NOTES:

1. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect to the special 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 fixed for the meeting.
3. Corporate members intending to send its authorized representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 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 its behalf at the Meeting.
4. Members/proxies and authorised representatives are requested to duly 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 is being 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/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers in the attendance slip for attending the meeting.
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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item No. 3 of the accompanying Notice dated 24th September 2022.

Item No. 3

Background:

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 and revision of remuneration in the Annual General meeting held on 28th August 2021.

Mr. Ravindra Kumar Agrawal is a Promoter Director of the Company is currently serving as the Managing Director of the Company. He has been actively involved in the operations of the Company and the Company has grown leaps and bounds under his leadership.

He has now decided to step down from the post of Managing Director however he would continue to serve as a Whole time Director of the Company.

Proposed Appointment:

In order to benefit from the immense experience and leadership skills of Mr. Ravindra Kumar Agrawal, the Nomination and Remuneration Committee in their meeting held on 24th September 2022 and the Board of Directors in their meeting held on 24th September 2022 have unanimously recommended the appointment of Mr. Ravindra Kumar Agrawal as Chairman and Whole time Director of the Company. and the same is being recommended to the shareholders for their approval as set out in Resolution no 3.

Remuneration:

The remuneration payable to him as approved by the Nomination and Remuneration Committee and the board is included in Resolution No. 3 for the approval of Shareholders.

Inadequacy of Profit:

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

In the current year the company has inadequate profit, hence the company has to comply with the provisions of Section II of Part II of the Schedule V of the Companies Act, 2013.

As per the proviso of Section II of Part II of the said Schedule V of the Companies Act, 2013, the remuneration in excess of the specified limit may be paid, if the resolution passed by the shareholders is a special resolution.

Variation in Terms and Conditions and Remuneration:

It is further provided that the Board on the recommendation of Nomination and Remuneration Committee may alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, but such remuneration shall not exceed the Maximum limits of INR 5,00,00,000 (Indian Rupees Five Crores) per annum during his tenure.

In case of adequacy of profits to pay the remuneration as may be permissible under and by any amendments to Section 197 and / or Schedule V of the Companies Act, 2013 or by way of any Government guidelines or instructions.

Other Disclosures:

1. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, hence prior approval is not required.
2. Section 160 of the Companies Act 2013 is not applicable as an existing director of the company is proposed to be appointed as Chairman and Whole Time Director, hence notice in writing signifying his candidature as a director is not required from member.
3. 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.

Information regarding Director seeking appointment as Chairman of the Company and Whole Time Director

Mr. Ravindra Kumar Agrawal

Age	59 Years
Qualifications	B.E (Honors) B.I.T.S Pilani, India
Experience	34 Years

Terms and conditions of appointment or re-appointment	<p>(i) Tenure of this appointment shall be three years with effect from 5th September 2022.</p> <p>(ii) The Whole Time Director of the Company shall not be liable to retire by rotation. The Whole Time Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case</p> <p>(iii) The Whole Time Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Resolution or Act</p> <p>(iv) Whole Time Director will cease to be Director on cessation of his employment with the Company</p> <p>(v) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder</p> <p>(vi) The separation from this engagement could be effected by either side giving three months' notice</p>
Last drawn remuneration	Rs. 88.18 Lakhs (2021-22)
Date of first appointment on the Board	Since inception, Promoter director
No. of share held	1,69,716 Equity Shares
Relationship with Directors, Managers & KMP	Mrs. Sarika Agrawal wife of Mr. Ravindra Kumar Agrawal is a Whole Time Director of the Company
Number of Board Meeting attended during FY 2021-22	4 Board Meeting out of 4
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other	NIL

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	<div>- Wholesale of agricultural machinery, equipment and supplies</div> <div>- Manufacture of agricultural and forestry machinery</div> <div>- Wholesale trading of Power tools</div> <div>- Development and Production of seeds and planting materials.</div>	
(b) Date or expected date of commencement of commercial production.	Company has started the following activities: <div>1. Business of wholesale trading in 2005</div> <div>2. Manufacturing in 2014.</div> <div>3. Development & Production of seeds in 2018.</div> <div>4. Ventured into Business of wholesale trading of Power tools in 2021.</div> <div>5. Started manufacturing Unit at Nellore, Andhra Pradesh started on 19th November 2021</div>	
(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: 2021-22 Gross Revenue: INR 20,002.95 Lakhs Profit after Tax: INR 1,133.67 Lakhs Rate of Dividend: 0 Earnings per Share: INR 10.90	
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations. However, The Company is Wholly Owned Subsidiary of a Foreign Company.	
II. Information about the appointee:		
(a) Background details	<div><input type="checkbox"/> B.E (Honors) B.I.T.S Pilani, India,1983</div> <div><input type="checkbox"/> 17 years of extensive software development experience for various products for Microsoft Corporation, Redmond</div> <div><input type="checkbox"/> Holds 2 U.S. patents related to Software GUI</div>	
(b) Past remuneration	The remuneration drawn by Mr. Ravindra Kumar Agrawal during the past two years is as follows:	
	Year	INR in Lakhs PA
	2020-21	71.16
	2021-22	88.18
(c) Recognition or awards	-	

(d) Job profile and his suitability	He was the Managing Director of the Company and devoted all his time in management of the affairs of the Company and exercised powers under the supervision and superintendence of the Board of the Company. Considering his leadership role and effective decision making in all areas of managing the Company, it was proposed to appoint him as Chairman of the Company and Whole Time Director.
(e) Remuneration proposed	<p>For FY 2022-23-</p> <p>Salary - Rs. 84,12,288 per annum (Eighty-Four Lakhs Twelve Thousand Two Hundred and Eighty-Eight) and</p> <p>Performance bonus - up to 100% of the Gross Salary</p> <p>For other FY till the term of his appointment as recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to such remuneration (Salary and Performance bonus) shall not exceed INR 5,00,00,000 Crores in any Financial Year in the event of inadequacy of profits.</p>
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him pursuant to the growth of the Company and expansion of business activities of the Company, the remuneration proposed by NRC Committee and Board is Commensurate with Industry standards.
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<ol style="list-style-type: none"> 1. 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. 2. He is one of the promoter Director of the Company. 3. He is one of the Director of Holding Company M/s Washington Agrotech Limited 4. He holds 100% shares in the Holding Company M/s Washington Agrotech Limited. 5. His wife Mrs. Sarika Agrawal is also one of the promoter and Whole time Director of KisanKraft Limited. 6. His wife Mrs. Sarika Agrawal is also one of the Director of M/s Washington Agrotech Limited
III. Other information:	

(a) Reasons of inadequate profits	<p>Revenue and Profits are inadequate primarily due to the following reasons:</p> <ul style="list-style-type: none"> * Company is operating with focus on growth in sales and increasing presence, which means a lot of expenditure in business promotion, farmer awareness and field demonstration programs. * Our target market of small & marginal farmers with lower paying capacity, coupled with intense competition with local importers has put a lot of price pressure reducing gross margins. * Agriculture in India is primarily rain-fed and is dependent on monsoon. Insufficient or erratic monsoon had an impact on sales. * Carrying costs of some of the aged inventory from previous years also dragged profitability. * 2nd and 3rd wave of COVID-19 on rural sector did have a bearing on the disposable income of farmers and in turn effecting our revenues. * Higher input costs on account of exponential increase in container freight charges, base metal costs, dollar exchange rate and higher manpower costs on establishment of factory.
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 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.

	<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, but it is difficult to put an accurate number on it due to many variables.</p>

The Appointment & remuneration payable to Mr. Ravindra Kumar Agrawal is appropriate and in the best interest of the Company.

Thus, the Board of Directors recommends the resolution as set out at Item no.3 of the notice for the approval of the members **as a special resolution**

Item No. 4

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item No. 4 of the accompanying Notice dated 24th September 2022.

Background:

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 and revision of remuneration in the Annual General meeting held on 28th August 2021.

Mr. Ankit Prakash Chitalia is currently serving as a Whole Time Director & Chief Executive Officer (CEO) of the Company. He has been actively involved in the operations and day to day management of the Company.

Proposed Appointment:

Considering the experience and managing abilities of Mr. Ankit Prakash Chitalia, The Nomination and Remuneration Committee in their meeting held on 24th September 2022 and the Board of Directors in their meeting held on 24th September 2022, have unanimously recommended the appointment of Mr. Ankit Prakash Chitalia as Managing Director and CEO of the Company and the same is being recommended to the Shareholders for their approval as set out in Resolution No. 4.

Remuneration:

The remuneration payable to him as approved by the Nomination and Remuneration Committee and the board is included in Resolution No. 4 for the approval of Shareholders.

Inadequacy of Profit:

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 FY 2021-22 the company has inadequate profit, hence the company has to comply with the provisions of Section II of Part II of the Schedule V of the Companies Act, 2013.

As per the proviso of Section II of Part II of the said Schedule V of the Companies Act, 2013, the remuneration in excess of the specified limit may be paid, if the resolution passed by the shareholders is a special resolution.

Variation in Terms and Conditions and Remuneration:

It is further provided that the Board on the recommendation of Nomination and Remuneration Committee may alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, but such remuneration shall not exceed the Maximum limits of INR 5,00,00,000 (Indian Rupees Five Crores) per annum during his tenure.

In case of adequacy of profits to pay the remuneration as may be permissible under and by any amendments to Section 197 and / or Schedule V of the Companies Act, 2013 or by way of any Government guidelines or instructions.

Other Disclosures:

1. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, hence prior approval is not required.
2. Section 160 of the Companies Act 2013 is not applicable as an existing director of the company is proposed to be appointed as Managing Director, hence notice in writing signifying his candidature as a director is not required from member.
3. Except, Mr. Ankit Prakash Chitalia, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

Information regarding Director seeking appointment as Managing Director and CEO**Mr. Ankit Prakash Chitalia**

Age	33 Years
Qualifications	B.Tech-Production Engineering from Mumbai University, 2011
Experience	11 Years

Terms and conditions of appointment or re-appointment	<p>(i) Tenure of this appointment shall be three years with effect from 5th September 2022.</p> <p>(ii) The Managing Director of the Company shall be liable to retire by rotation. The Managing Director would be employed on a whole-time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the written permission of the Competent Authority in each case</p> <p>(iii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Resolution or the Act</p> <p>(iv) Managing Director will cease to be Director on cessation of his employment with the Company</p> <p>(v) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder</p> <p>(vi) The separation from this engagement could be effected by either side giving three months' notice</p>
Last drawn remuneration	Rs. 98.74 Lakhs (2021-22)
Date of first appointment on the Board	04-07-2016
No. of share held	2,11,593
Relationship with Directors, Managers & KMP	-
Number of Board Meeting attended during FY 2021-22	4 Board Meeting out of 4
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	NIL

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 has started the following activities: 1. Business of wholesale trading in 2005 2. Manufacturing in 2014. 3. Development & Production of seeds in 2018. 4. Ventured into Business of wholesale trading of Power tools in 2021. 5. Started manufacturing Unit at Nellore, Andhra Pradesh started on 19 th November 2021.	
(c) In case of new companies, expected date of commencement of activities as per project approved by financial	Not applicable	
(d) Financial performance based on given indicators.	Financial year 2021-22 Gross Revenue: INR 20,002.95 Lakhs Profit after Tax: INR 1,133.67 Lakhs Rate of Dividend : 0 Earnings per Share: INR 10.90	
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations. However, The Company is Wholly Owned Subsidiary of a Foreign Company.	
II. Information about the appointee:		
(a) Background details	<input type="checkbox"/> B.Tech-Production Engineering from Mumbai University, 2011 <input type="checkbox"/> Intern at Larsen & Toubro for 6 months	
(b) Past remuneration	The remuneration drawn by Mr. Ankit Prakash Chitalia during the past two years is as follows:	
	Year	Rs. in Lakhs

	2020-21 2021-22	86.22 98.74
(c) Recognition or awards	-	
(d) Job profile and his suitability	He has been serving as Whole Time Director and CEO of the Company and devoted all his 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. Considering his enormous experience in managing the affairs of the Company, it was proposed to appoint him as Managing Director and CEO of the Company.	
(e) Remuneration proposed	<p>For FY 2022-23: Salary - INR 81,08,028 per annum (Indian Rupees Eighty-One Lakhs Eight Thousand Twenty-Eight) by way of salary and performance bonus - up to 100% of the Gross Salary</p> <p>For other FY till the term of appointment it is proposed to pay as recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to such remuneration (Salary and Performance Bonus) shall not exceed INR 5,00,00,000 Crores in any Financial Year in the event of inadequacy of profits.</p>	
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him pursuant to the growth of the Company and expansion of business activities of the Company, the remuneration proposed by the Nomination and Remuneration Committee and Board is Commensurate with Industry standards.	
(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	<p>Revenue and Profits are inadequate primarily due to the following reasons:</p> <ul style="list-style-type: none"> * Company is operating with focus on growth in sales and increasing presence, which means a lot of expenditure in business promotion, farmer awareness and field demonstration programs. * Our target market of small & marginal farmers with lower paying capacity, coupled with intense competition with local importers has put a lot of price pressure reducing gross margins. * Agriculture in India is primarily rain-fed and is dependent on monsoon. Insufficient or erratic monsoon had an impact on sales. * Carrying costs of some of the aged inventory from previous years also dragged profitability. * 2nd and 3rd wave of COVID-19 on rural sector did have a bearing on the disposable income of farmers and in turn effecting our revenues. * Higher input costs on account of exponential increase in container freight charges, base metal costs, dollar exchange rate and higher manpower costs on establishment of factory.
(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 inventory carrying costs * Company has developed mobile application to track tour and dealer visits of sales employee increasing in per employee sales productivity and improving performance. * Company is continuously trying to upgrade product portfolio by improvements and additions as needed * Company comes up with schemes to increase same store sales by way of quantity discounts, joint promotion activity, service camps etc. * Company has started manufacturing engines, water-pumps, inter-cultivators with BIS:ISI certifications to increase brand value and market share * Company is investing in better financial and performance analytics for timely interventions as needed to improve performance

	<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, but it is difficult to put an accurate number on it due to many variables.</p>

The appointment and remuneration payable to Mr. Ankit Prakash Chitalia is appropriate and in the best interest of the Company.

Thus, the Board of Directors recommends the resolution as set out at Item no. 4 of the notice for the approval of the members **as a special resolution**.

Item No. 5

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item No. 5 of the accompanying Notice dated 24th September 2022.

The Board feels that the object Clause of the Company as stated in the Memorandum of Association of the Company should be altered so as to 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 24th September 2022 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 addition of following clause 3rd (A) – 11 made to the existing Memorandum of Association of the Company after clause 3rd (A) – 10 and to renumber the existing clause 3rd (A) – 11 as 3rd (A) – 12:

3rd(A) - 11. *To carry on the business of manufacturers, sellers, purchasers, distributors, packers, labellers, importers, exporters and traders in all kinds of home appliances, its accessories and parts.*

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

3rd (B) - 10. To adopt such means of making known to the public the business of this company and in particular, by giving prizes, awards, and donations or advertising prizes, awards and donation or advertising in the press by circulars, by hoarding, posters, placards, publication of books, journals banners, *any other merchandise.*

The entire set of revised Memorandum of association is available at the registered office of the Company for inspection and will be also available during 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. 5 for the approval by the Members **as a Special Resolution.**

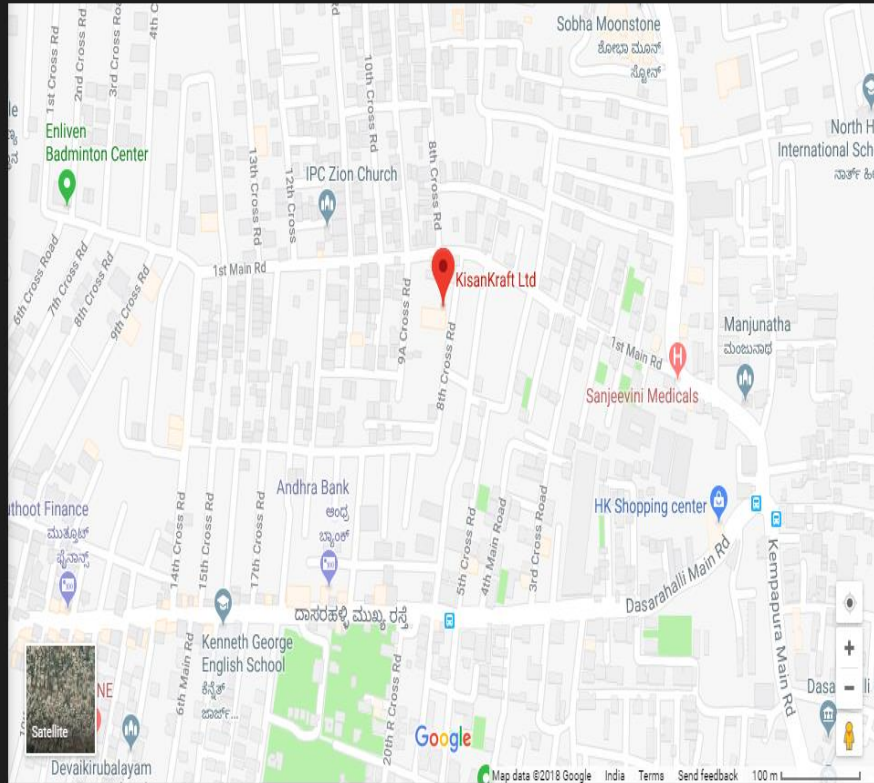
None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the proposed Resolution except to the extent of their shareholdings in the Company.

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

SD/-
Ravindra Kumar Agrawal
Managing Director
DIN: 00195640

Date: 24th September 2022
Place: Bangalore

REGISTERED OFFICE ROUTE MAP



KISANKRAFT LIMITED

ATTENDANCE SHEET

17th Annual General Meeting

Venue of the meeting: Registered Office

Day and Date of the meeting: Wednesday, 28th September 2022

Time: 12.00 Noon IST

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

Name of Director/Member/Proxy/Authorised Representative	
Address	
DIN	
Folio No/DP ID & Client ID	
No of shares held	

I hereby record my presence at the Annual General Meeting of the Company held on Wednesday, 28th September 2022 at 12.00 Noon IST 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.

FORM NO. MGT-11

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	
DP 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 Wednesday, 28th September 2022 at 12.00 Noon IST 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.				

Signed this 28th Day of September 2022

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 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. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.