

KISANKRAFT LIMITED
CIN: U29220KA2005PLC066051

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that, the Thirteenth Extra-Ordinary General Meeting (EGM) of the Members of M/s. KisanKraft Limited ("the Company") will be held on Saturday, 29th April 2023 at 03:00 PM 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 Special business:

SPECIAL BUSINESS:

1. TO TAKE APPROVAL FOR SALE OF PROPERTY LOCATED AT DODDABALLAPUR, BANGALORE

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) (a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its powers) Rules, 2014 approval of the Shareholders be and is hereby accorded to sell or otherwise dispose off the property located at No.21/1C1, 21/1C2, 21/1C3 and 21/1C4, Bachahalli Village, Tubagere Hobli, Doddaballapur Taluk, Bangalore-561 203 upon identification of suitable buyer.

RESOLVED FURTHER THAT any of the Executive Directors of the Company are hereby authorized jointly and severally


- to sign and execute the necessary documents, papers, writing, agreement on behalf of the company;
- to take such steps as may be necessary for filing of the said documents with the respective authority;
- to obtain approvals, statutory, contractual or otherwise, in relation to the above if required and
- generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.



RESOLVED FURTHER THAT any of the Executive Directors of the Company i.e., Mr. Ravindra Kumar Agrawal, Chairman & Whole Time Director or Mr. Ankit Prakash Chitalia, Managing Director & CEO or Mrs. Sarika Agarwal, Whole Time Director or Mr. Sunil Prasad Whole Time Director & COO be and are hereby jointly and severally authorized to sign and forward the true copy of the said foregoing resolution to the concerned authorities/persons as may be necessary including filing of necessary e-forms with the Registrar of Companies, Karnataka.”

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




Vinay Kumar Pandey
Company Secretary
CS M. No.- A64170

Date: 27th March 2023
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 Extra-Ordinary 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. 1 of the accompanying Notice dated 27th March 2023.

Item No. 1

The Company owns a property located at No.21/1C1, 21/1C2, 21/1C3 and 21/1C4, Bachahalli Village, Tubagere Hobli, Doddaballapur Taluk, Bangalore-561 203 which consists of Land and a warehouse built upon it measuring 2.70 acres. The said property is free from all encumbrances and has a valid title vested in the name of the Company.

The company has recently shifted its activities to Nellore where the factory is located, and the said property remains underutilized. The board in its meeting held on 25th March 2023, decided that it would be in the best interest of the Company to sell this property and utilize the proceeds for reducing the debts of the Company or infusing to the Working Capital requirements as may be decided by the Management considering the prevailing affairs at the time.

Further that pursuant to Section 180 (1) (a) of the Companies Act, 2013 with other applicable provisions if any, The Board of Directors recommends this resolution as set out under item no 1 of the Notice for the consideration and approval of the members as a special resolution and seeks Shareholders' consent for the same.

Section 180 (1) (a) mandates Board of Directors to take consent of the Shareholders before they exercise their power under the said Section for sale of the property, if the investment of the company exceeds twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent. of the total income of the company during the previous financial year.

As the value generated from the property exceeds 20% of the total income of the company during the previous financial year, Board of Directors hereby recommends the proposal before the Shareholders for their approval.



Below are the details of the said property:

Particulars	Explanations
Name of Owners of the property & Address	Kisankraft Limited (formerly known as KisanKraft Machine Tools Pvt. Ltd.) Sri Huchhanna Tower, Site # 4, #748 7 th A Cross, Maruthi Layout, Dasarahalli, Hebbal Bangalore KA 560024 IN
Location area	Rural area
Location address	No.21/1C1, 21/1C2, 21/1C3 and 21/1C4, Bachahalli Village, Tubagere Hobli, Doddaballapur Taluk, Bangalore-561 203
Area of the Plot As per Physical Measurement	2.70 Acres
Actual Built-Up Area	55000.00 Sft
Total saleable area	48150.00 Sft
Market value	₹.9,98,00,000.00 (INR Nine Crore Ninety-Eight Lakhs only)
Value as per Books of Account	₹ 7,30,19,200.00 (INR Seven Crore Thirty lakhs Nineteen Thousand Two Hundred only)
Proposed use of sale proceed	- For reduction of debt, - For Working Capital requirements etc., as may be decided by the Management considering the prevailing affairs at the time



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

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

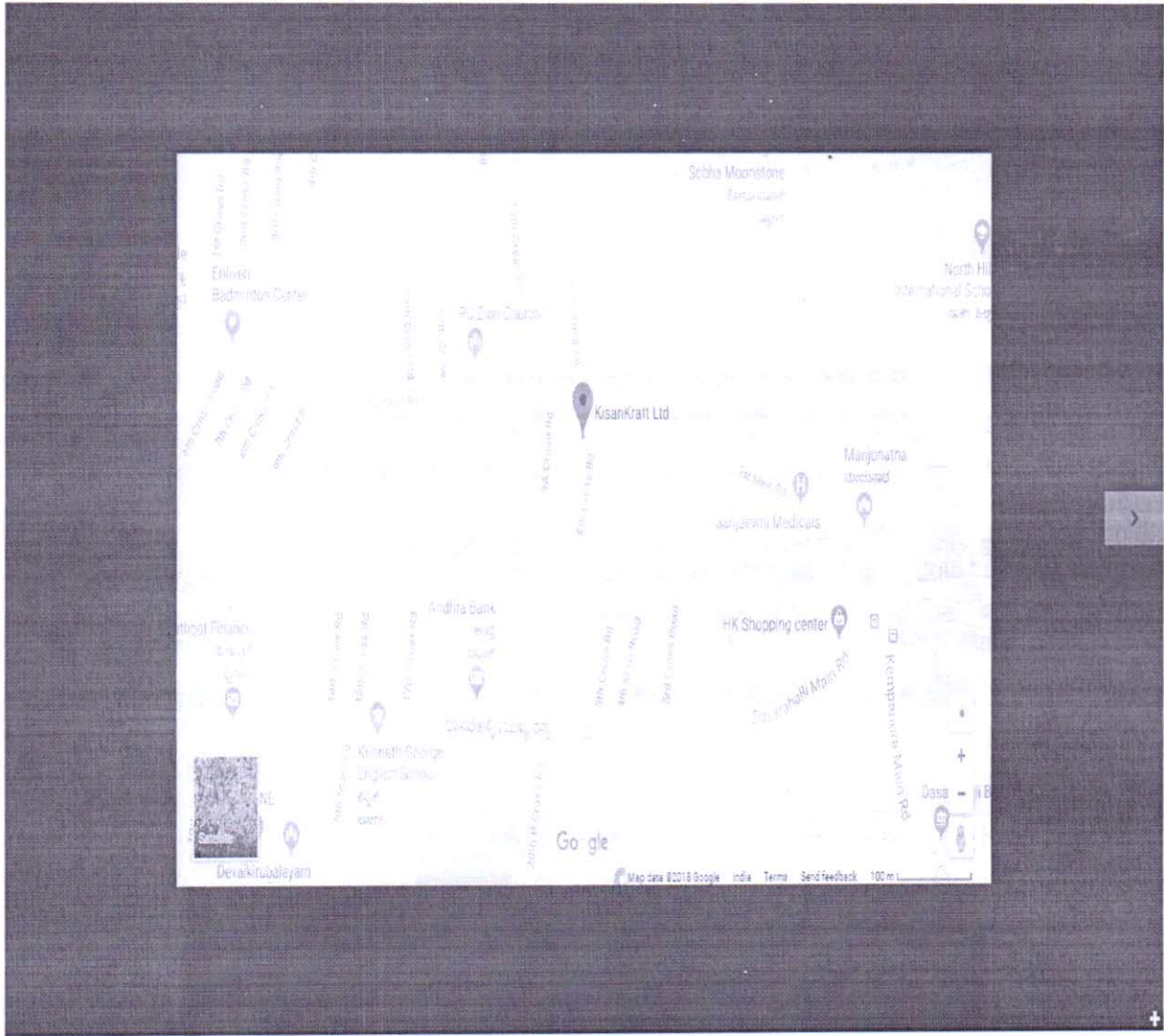


A handwritten signature in blue ink, appearing to read "Vkp", written over a horizontal line.

Vinay Kumar Pandey
Company Secretary
CS M. No.- A64170

Date: 27th March 2023
Place: Bangalore

REGISTERED OFFICE ROUTE MAP



KISANKRAFT LIMITED

ATTENDANCE SHEET

Extra-Ordinary General Meeting

Venue of the meeting: Registered Office

Day and Date of the meeting: Saturday, 29th April 2023

Time: 03:00 PM 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 Extra-Ordinary General Meeting of the Company held on Saturday, 29th April 2023 at 03:00 PM 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 Extra-Ordinary General Meeting of the Company, to be held on Saturday, 29th April 2023 at 03:00 PM 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 thisth Day of April 2023

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.

