

**KISANKRAFT LIMITED**  
**CIN: U29220KA2005PLC066051**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that, the 19<sup>th</sup> Annual General Meeting (AGM) of the members of M/s. KisanKraft Limited ("the Company") will be held on Saturday, 17<sup>th</sup> August 2024 at 4.30 PM IST at the Registered Office of the Company, No. 4, 1<sup>st</sup> Main, 7-A Cross, Maruthi Layout, Dasarahalli, HAF Post, Hebbal, Bangalore, Karnataka, India, 560024 to transact the following business:

**ORDINARY BUSINESS:**

**1. ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 including the audited Balance Sheet as at 31<sup>st</sup> March, 2024, Statement of Profit and Loss along with notes and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2024 and the Reports of Board of Directors ("the Board") and Auditors thereon;

**2. APPOINTMENT OF MR. AKSHAT GULABCHAND RAIKA AS DIRECTOR, LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Akshat Gulabchand Raika (DIN 09284367), whose office is liable to retire by rotation at the ensuing AGM, being eligible, seeks re-appointment.

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. Akshat Gulabchand Raika (DIN 09284367) as Director liable to retire by rotation."

**SPECIAL BUSINESS:**

**3. APPOINTMENT OF STATUTORY AUDITORS AND FIXING THEIR 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 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, (including any statutory amendment(s), modification(s), variation or re-enactment(s) thereof for the time being in force), the Members of the Company on the recommendation of the Board be and hereby approve the appointment of M/s PKF Sridhar and Santhanam LLP (Firm Registration Number 003990S/S200018) as Statutory Auditors of the Company in place of the incumbent Auditors, M/s Varma & Varma, Chartered Accountants, Bangalore (Firm Registration Number 004532S) to hold office for the term of 5 consecutive years from the conclusion of the 19<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company to be held during the FY 2029-2030 at such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Audit Committee and the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Executive Directors and/or Company Secretary of the Company severally be and is hereby authorized to do such things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies.”

**4. 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 3<sup>rd</sup> (A) – 12, 13,14, 15, 16 & 17 made to the existing Memorandum of Association of the Company after clause 3<sup>rd</sup> (A) – 11 and to renumber the existing clause 3<sup>rd</sup> (A) – 12 as 3<sup>rd</sup> (A) – 18:

3<sup>rd</sup> (A) - 12. To carry on the business of manufacturing, selling, trading, stocking, distributing, agency, exporting, importing, creating, assembling, fabricating, purchasing, exchanging, designing, developing, researching and dealing with all kinds of motor vehicles, operating on petrol or diesel or battery powered (electric), its accessories and parts to and from domestic and international markets including but not limited to cars, scooters, motorcycles, rickshaws, carts, vans, cycles, buses, and petrol or diesel or battery-powered (electric)vehicles, whether it be partially or fully operated, on land, at sea, in the air, or in any combination of these.

3<sup>rd</sup> (A) - 13. To carry on the activity of setting up production facilities to manufacture such motor vehicles operating on petrol or diesel or battery powered (electric),, including assembly lines, quality control processes, and sourcing raw materials for vehicle components and to own, operate, supervise, lease, franchise outlets, service centers, stores, and showrooms to sell, buy, trade, export, import, service, repair, maintain, and exchange all varieties of motor vehicles and to carry on the business of marketing, selling, and distributing motor vehicles through dealerships or directly to consumers with or without the help of Government through various subsidy or incentive schemes.

3<sup>rd</sup> (A) – 14. To carry on the business of manufacturing, selling, trading, stocking, distributing, agency, exporting, importing, creating, assembling, fabricating, purchasing, exchanging, designing, developing, researching and dealing with all kinds of Storage Batteries used in Agriculture, Industries, Automobiles and for any other Industrial, Commercial or Domestic Purposes

3<sup>rd</sup> (A) – 15. To carry on the business of manufacturing, selling, trading, stocking, distributing, agency, exporting, importing, creating, assembling, fabricating, purchasing, exchanging, designing, developing, researching and dealing in manufacture of Dry Batteries, Button Batteries, Battery Plates, Battery Separators, Battery Containers, Cells Lids and any other Battery Components.

3<sup>rd</sup> (A) – 16. To undertake, take up, carry on, engage, either alone or jointly, into the business of manufacturing, processing, assembling, trading, marketing, repairing and distribution, deal in all kind of materials, equipment for use in all kind of applications in market segments such as e-mobility, automotive, domestic, commercial, industrial, or for any other purposes and the matters ancillary thereto, including but not limited to energy storage & management products and technologies, Lead Acid Batteries, lithium cells, Sodium Batteries; aluminum fuel cells, or fuel cells ("battery cells"); or any other future battery technologies; or such other chemistries and components of battery cells; and batteries packs composed of such battery cells including module making & other systems; power conversion and evacuation systems etc.; integrated power systems; mobility solutions; battery swapping stations; power/energy management system; public or private charging network; chargers, invertors, capacitors; solar

energy cells, including PV cells and modules or such other alternative energy generating devices and parts thereof.

3<sup>rd</sup> (A) - 17. To undertake, take up, carry on, engage, either alone or jointly, into the business of manufacturing, remanufacturing, processing, assembling, trading, marketing, repairing, distilling, refining, treating, storage, export, import, recycling, dealing and distribution in all kind of materials, automotive parts, automotive spares, automotive components, automotive equipment's, automotive accessories, automotive aftermarket products, automotive solutions, lubricants, oils and any other allied products/services/solutions in market segments such as e-mobility, automotive, domestic, commercial, industrial, or for any other purposes and the matters ancillary thereto.

**RESOLVED FURTHER THAT** any of the Executive Directors and/or Company Secretary 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 (physically or digitally) 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

Vinay Kumar Pandey  
Company Secretary  
M. No.: A64170

Date: 20<sup>th</sup> July 2024  
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 No. 4, 7-A Cross, Maruthi Layout, Dasarahalli, HAF Post, Hebbal, Bangalore, Karnataka, India, 560024 on all working days between 11.00 a.m. and 1.00 p.m. up to 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 20<sup>th</sup> July 2024.

#### Item No. 3

Pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of two terms of five consecutive years. The incumbent auditors, M/s Varma & Varma, Chartered Accountants, Bangalore (Firm Registration Number: 004532S) have served the Company for over 10 years and will be completing the two terms of five consecutive years at this 19<sup>th</sup> Annual General Meeting.

The Board on the proposal of Audit Committee at its meeting held on 20<sup>th</sup> July 2024 has recommended M/s PKF Sridhar and Santhanam LLP (Firm Registration Number 003990S/S200018) to be appointed as Statutory Auditors of the Company in place of M/s Varma & Varma, Chartered Accountants, Bangalore – incumbent auditors.

PKF Sridhar & Santhanam LLP, a firm of Chartered Accountants with roots tracing back to 1978 based in Chennai with a reservoir of experience and industry accolades, earned a reputation for delivering quality that speaks volumes. Embracing technological advancements, their methodologies are not just adaptive but tailored to meet the unique needs of clients like KisanKraft.

The Audit Committee had obtained the consent & eligibility letter from the proposed auditors and it had ensured the new auditors are appropriate for the size and needs of the Company.

In terms of Section 139 of the Companies Act, 2013 and other applicable provisions if any, consent of Members by way of special resolution is required for appointment of Statutory Auditors and fixing the remuneration. And hence the Directors recommend the resolution included in Item no. 3 for the approval of 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. 4

### ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company wishes to diversify and enter into the business of manufacture and sale of motor vehicles operating on petrol or diesel or battery powered (electric) and manufacture and sale of batteries and related items. Accordingly, the Board of directors of the company in its meeting held on 20<sup>th</sup> July 2024 approved the change in object clause of the Memorandum of Association of the Company to include the said activity, as described below, 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:

The addition of following clause 3<sup>rd</sup> (A) – 12, 13, 14, 15, 16 & 17 made to the existing Memorandum of Association of the Company after clause 3<sup>rd</sup> (A) – 11 and to renumber the existing clause 3<sup>rd</sup> (A) – 12 as 3<sup>rd</sup> (A) – 18:

3<sup>rd</sup> (A) - 12. To carry on the business of manufacturing, selling, trading, stocking, distributing, agency, exporting, importing, creating, assembling, fabricating, purchasing, exchanging, designing, developing, researching and dealing with all kinds of motor vehicles , operating on petrol or diesel or battery powered (electric), its accessories and parts to and from domestic and international markets including but not limited to cars, scooters, motorcycles, rickshaws, carts, vans, cycles, buses, and petrol or diesel or battery-powered (electric) vehicles, whether it be partially or fully operated, on land, at sea, in the air, or in any combination of these.

3<sup>rd</sup> (A) - 13. To carry on the activity of setting up production facilities to manufacture such motor vehicles operating on petrol or diesel or battery powered (electric),, including assembly lines, quality control processes, and sourcing raw materials for vehicle components and to own, operate, supervise, lease, franchise outlets, service centers, stores, and showrooms to sell, buy, trade, export, import, service, repair, maintain, and exchange all varieties of motor vehicles and to carry on the business of marketing, selling, and distributing motor vehicles through dealerships or directly to consumers with or without the help of Government through various subsidy or incentive schemes.

3<sup>rd</sup> (A) – 14. To carry on the business of manufacturing, selling, trading, stocking, distributing, agency, exporting, importing, creating, assembling, fabricating, purchasing, exchanging, designing, developing, researching and dealing with all kinds of Storage Batteries used in Agriculture, Industries, Automobiles and for any other Industrial, Commercial or Domestic Purposes

3<sup>rd</sup> (A) – 15. To carry on the business of manufacturing, selling, trading, stocking, distributing, agency, exporting, importing, creating, assembling, fabricating, purchasing, exchanging, designing, developing, researching and dealing in manufacture of Dry Batteries, Button Batteries, Battery Plates, Battery Separators, Battery Containers, Cells Lids and any other Battery Components.

3<sup>rd</sup> (A) – 16. To undertake, take up, carry on, engage, either alone or jointly, into the business of manufacturing, processing, assembling, trading, marketing, repairing and distribution, deal in all kind of materials, equipment for use in all kind of applications in market segments such as e-mobility, automotive, domestic, commercial, industrial, or for any other purposes and the matters ancillary thereto, including but not limited to energy storage & management products and technologies, Lead Acid Batteries, lithium cells, Sodium Batteries; aluminum fuel cells, or fuel cells ("battery cells"); or any other future battery technologies; or such other chemistries and components of battery cells; and batteries packs composed of such battery cells including module making & other systems; power conversion and evacuation systems etc.; integrated power systems; mobility solutions; battery swapping stations; power/energy management system; public or private charging network; chargers, invertors, capacitors; solar energy cells, including PV cells and modules or such other alternative energy generating devices and parts thereof.

3<sup>rd</sup> (A) – 17 To undertake, take up, carry on, engage, either alone or jointly, into the business of manufacturing, remanufacturing, processing, assembling, trading, marketing, repairing, distilling, refining, treating, storage, export, import, recycling, dealing and distribution in all kind of materials, automotive parts, automotive spares, automotive components, automotive equipment's, automotive accessories, automotive aftermarket products, automotive solutions, lubricants, oils and any other allied products/services/solutions in market segments such as e-mobility, automotive, domestic, commercial, industrial, or for any other purposes and the matters ancillary thereto.

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

In terms of Section 13 of the Companies Act, 2013, consent of Members by way of special resolution is required for alteration of the Memorandum of Association and hence the Directors recommend the resolution included in Item no. 4 for the approval of 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

Vinay Kumar Pandey  
Company Secretary  
M. No.: A64170

Date: 20<sup>th</sup> July 2024  
Place: Bangalore