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

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that, the 21st Annual General Meeting (AGM) of the members of M/s. KisanKraft Limited ("the Company") will be held on Tuesday, 25th August 2026 at 5.00 PM IST at the Registered Office of the Company, No. 4, 1st 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 31st March 2026 including the audited Balance Sheet as at 31st March, 2026, Statement of Profit and Loss along with notes and Cash Flow Statement for the year ended 31st March, 2026 and the Reports of Board of Directors ("the Board") and Auditors thereon;

### 2. APPOINTMENT OF MR. SUNIL PRASAD, AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

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.

*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 Director liable to retire by rotation."

**SPECIAL BUSINESS:**

## 3. RE-APPOINTMENT OF MRS. SARIKA AGRAWAL AS WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING THE 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, and pursuant to the recommendation of the Nomination & Remuneration Committee & the Board, the approval of the Members be and is hereby accorded, for the re-appointment of Mrs. Sarika Agrawal (DIN: 01229530), who has submitted the consent letter in Form DIR 2, Eligibility in Form DIR – 8, Concern or interest in Form MBP-1, as the Whole Time Director of the Company for a period of Three (3) years with effect from December 18, 2026 to December 17, 2029 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 Mrs. Sarika Agrawal be and is hereby approved, for a period of 3 (three) years, on the terms and conditions as detailed below, notwithstanding that the such remuneration may exceed the individual or overall limits and percentages specified in Section 197 and Schedule V of the act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013:

1) **Remuneration:**

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

(A) **Fixed Salary:**

| Salary component | Payable Annually (INR) |
|---|---:|
| Basic + DA | 78,06,696 |
| HRA | 31,22,676 |

| | |
|---|---|
| Conveyance Allowances | 8,53,632 |
| Annual Bonus | 6,50,568 |
| **Total pay** | **1,24,33,572** |

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 the appointee depending upon the personal performance and the Company's performance during the tenure of appointment.

(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 the tenure of appointment.

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

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(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) The appointee 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;

(B) The appointee shall be entitled to leaves as per the policy of the Company.

(C) If at any time, the appointee ceases to be the Director of the Company, he/she shall ipso-facto cease to be a Whole Time Director of the Company.

**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 the 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.

**RESOLVED FURTHER THAT** in the current financial year and any subsequent financial year during the tenure of the Whole time Director, where the Company has no profits or the profits are inadequate, or the remuneration payable to the director exceeds the individual or overall limit and percentages specified in Section 197, the Members hereby approves the payment to the Whole time director of the above remuneration as the minimum remuneration for a period of 3 years from the date of appointment by way of salary, perquisites, bonus and other allowances and benefits as specified above subject to such alteration/approval by the Board of Directors & Members of the Company from time to time

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution all the Executive Directors/Company Secretary of the Company be severally authorised to do such acts, deeds, matters and things, to settle any questions, difficulties, doubts that may arise in this regard and further to sign and execute/certify physically or digitally all necessary documents, applications, forms, returns and writings as it may in its absolute discretion deem necessary, proper or desirable or expedient."

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## 4. RE-APPOINTMENT OF MR. SUNIL PRASAD AS WHOLE TIME DIRECTOR & COO OF THE COMPANY AND FIXING THE 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, the approval of the Members be and is hereby accorded, on the recommendation of the Nomination & Remuneration Committee & the Board, for the re-appointment of Mr. Sunil Prasad (DIN: 07559715), who has submitted the consent letter in Form DIR 2, Eligibility in Form DIR – 8, Concern or interest in Form MBP-1, as the Whole Time Director & Chief Operating Officer (COO) of the Company for a period of Three (3) years with effect from December 18, 2026 to December 17, 2029 and whose term of office shall 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. Sunil Prasad be and is hereby approved, for a period of 3 (three) years, on the terms and conditions as detailed below, notwithstanding that the such remuneration may exceed the individual or overall limits and percentages specified in Section 197 and Schedule V of the act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013:

**1) Remuneration:**

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

(A) Fixed Salary

| **Salary component** | **Payable Annually (INR)** |
|---|---:|
| Basic + DA | 40,88,196 |
| HRA | 16,35,276 |
| Conveyance Allowance | 6,89,352 |

| | |
|---|---|
| Annual Bonus | 3,40,692 |
| **Total pay** | **67,53,516** |

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

(C) Variable Performance Bonus – Up to 100% of the Gross Salary of the appointee depending upon the personal performance and the Company's performance during the tenure of appointment.

(D) 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 the tenure of appointment.

(E) 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 cars with driver for use on Company's business and cellular phone provided by the Company will not be considered as perquisite.

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(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) The appointee 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;

(B) The appointee shall be entitled to leaves as per the policy of the Company

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

**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 the 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.

**RESOLVED FURTHER THAT** in the current financial year and any subsequent financial year during the tenure of the Whole Time Director, where the Company has no profits or the profits are inadequate, or the remuneration payable to the director exceeds the individual or overall limit and percentages specified in Section 197, the Members hereby approves the payment to the Whole Time Director of the above remuneration as the minimum remuneration for a period of 3 years from the date of appointment by way of salary, perquisites, bonus and other allowances and benefits as specified above subject to such alteration/approval by the Board of Directors & Members of the Company from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution all the Executive Directors/Company Secretary of the Company be severally authorised to do such acts, deeds, matters and things, to settle any questions, difficulties, doubts that may arise in this regard and further to sign and execute/certify physically or digitally all necessary documents,

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applications, forms, returns and writings as it may in its absolute discretion deem necessary, proper or desirable or expedient."

## 5. <u>RE-APPOINTMENT AND REGULARISATION OF MRS. NEHA AGRAWAL AS INDEPENDENT DIRECTOR OF THE COMPANY</u>

*To consider and if thought fit, to pass with or without modification, the following resolution as <u>Special Resolution</u>:*

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161(1), read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Neha Agrawal (DIN: 07925114), who was appointed by the Board of Directors as an Additional Director (Independent, Non-Executive) of the Company with effect from March 27, 2026, consequent upon completion of her first term as an Independent Director, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director (Independent, Non-Executive), and who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act, be and is hereby confirmed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and 161(1), read with Schedule IV and all other applicable provisions, if any, of the Act and the Rules made thereunder, and on the recommendation of the Board of Directors, approval and ratification by the Members be and is hereby accorded for the re-appointment of Ms. Neha Agrawal (DIN: 07925114) as an Director (Independent, Non-Executive) of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, with effect from March 27, 2026 up to March 26, 2031.

**RESOLVED FURTHER THAT** any of the executive directors/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies."

## 6. APPOINTMENT OF MR. ANAND GARG AS INDEPENDENT DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anand Garg (DIN: 09127351) who is currently a Non-Executive Director of the Company and who has submitted a declaration under Section 149(6) of the Act confirming that he meets the criteria of independence, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Non Executive Independent Director of the Company for a term of 5 (five) consecutive years, with effect from August 28, 2026 up to August 27, 2031, not liable to retire by rotation."

**RESOLVED FURTHER THAT** any of the executive directors/Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies."

## 7. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FY 2026-27

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹2,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors on the recommendation of the Audit Committee, payable to M/s D B & Co., Cost & Management Accountants (Firm Registration Number 004780), appointed as Cost Auditor of the Company to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2027, be and is hereby ratified.

**RESOLVED FURTHER THAT** any of the Executive Directors/Company Secretary of the Company severally be and is hereby authorized to do such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution including filing of necessary forms with the Registrar of Companies/Ministry of Corporate Affairs ("MCA")."

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

KISANKRAFT LIMITED

Ravindra Kumar Agrawal
Chairman & Whole Time Director
DIN.: 00195640

Date: August 01, 2026
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. A person can act as proxy on behalf of more than one members and holding in the aggregate not

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more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other member.

4. 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.

5. 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.

6. Members are requested to notify any change in their address or Email Id to the Company at its Registered Office and respective Depository Participants.

7. 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.

8. 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.

9. 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.

10. Route-map to the venue of the meeting is provided at the end of the notice.

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## 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 special business in this Notice.

**Item No. 3**

**RE-APPOINTMENT OF MRS. SARIKA AGRAWAL AS WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING THE REMUNERATION**

**Background:**

Mrs. Sarika Agrawal is currently the Whole Time Director of the Company. She was appointed as Whole Time Director with effect from 18th December 2023 to hold office for 3 years i.e. till 17th December 2026. The members approved the appointment and remuneration payable to her in the Annual General meeting held on 26th September 2023.

Mrs. Sarika Agrawal is a Promoter Director of the Company and has been actively involved in the affairs of the Company being an executive director.

**Proposed Appointment:**

By considering the future business prospects, immense experience and her contribution in the effective management of the affairs of the Company, Board of Directors on the recommendation of Nomination & Remuneration Committee, at their meeting held on 01st August 2026 have unanimously recommended to continue the appointment of Mrs. Sarika Agrawal as 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 the appointee as approved by the Nomination and Remuneration Committee and the Board is included in Resolution No. 3 for the approval of Shareholders.



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Regional Office: Ahmedabad | Bhopal | Bhubaneswar | Coimbatore | Guwahati | Hyderabad | Hubli Jaipur | Karnal | Kolkata | Lucknow | Pune | Raipur

**Absence or inadequacy of profits:**

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.

However, as per the proviso to 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.

In the current year, for the purpose of payment of managerial remuneration, the profits may be considered inadequate in terms of the ceiling prescribed for overall maximum managerial remuneration payable under Section 197 of the Companies Act, 2013 and hence in view of this inadequacy of profit the Company is proposing the approval of the remuneration as detailed in the resolution to be approved by the members by way of a special resolution notwithstanding that the such remuneration may exceed the individual or overall limits and percentages specified in Section 197 and Schedule V of the act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013, in any of the financial years during the tenure of appointment.

**Variation in Terms & Conditions and Remuneration:**

The approval from members is being sought to empower the Board, pursuant to the approval and recommendation of Nomination and Remuneration Committee, to alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, as long as such remuneration is within the Maximum limits of INR 5,00,00,000 (Indian Rupees Five Crores) per annum during the tenure of appointment notwithstanding that such remuneration may exceed the individual or overall limits and percentages specified in Section 197 and Schedule V of the act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013.

**Other Disclosures:**

1. As required under section 197 (1), 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 of such persons is not required.

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2. Section 160 of the Companies Act 2013 is not applicable as an existing director of the company is proposed to be reappointed as Whole Time Director, hence notice in writing signifying that candidature as a director is not required from member.

3. Mrs. Sarika Agrawal and his 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.

**Information regarding the Appointee:**
**Mrs. Sarika Agrawal**

| | |
|---|---|
| Age | 58 Years |
| Qualifications | BA (English) – Ravi Shankar University, India |
| Experience | 38 Years |
| Terms and conditions of appointment or re-appointment | (i) Tenure of this appointment shall be three years with effect from 18th December 2026.<br><br>(ii) The Appointee shall not be liable to retire by rotation and she 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.<br><br>(iii) The Appointee 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.<br><br>(iv) Appointee shall cease to be Director of the Company on cessation of employment with the Company.<br><br>(v) The appointment shall be governed by Section 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable provisions. |

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| | |
|---|---|
| Last drawn remuneration | Rs. 111.66 Lakhs (2025-26) |
| Date of first appointment on the Board | Since inception - Promoter Director |
| No. of share held | 1,63,784 Equity Shares |
| Relationship with Directors, Managers & KMP | Spouse of Mr. Ravindra Kumar Agrawal, Chairman & Whole Time Director |
| Number of Board Meetings attended during FY 2025-26 | 4 out of 5 |
| 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<br>- Manufacture of agricultural and forestry machinery<br>- Wholesale trading of Power tools<br>- Development and Production of seeds and planting materials. |
| b) Date or expected date of commencement of commercial production. | Company has commenced the following activities:<br>1. Business of wholesale trading in 2005<br>2. Manufacturing in 2014<br>3. Development & Production of seeds in 2018<br>4. Ventured into Business of wholesale trading of Power tools in 2021<br>5. Established a manufacturing Unit at Nellore, Andhra Pradesh and started its operations on 19th November 2021 |
| c) In case of new companies, | Not applicable |

| | |
|---|---|
| expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | |
| d) Financial performance based on given indicators. | Financial year: 2025-26<br>Gross Revenue: INR 28183.81 Lakhs<br>Profit after Tax: INR 1396.85 Lakhs<br>Rate of Dividend: 0<br>Earnings per Share: INR 13.43 |
| e) Foreign investments or collaborations, if any | Company has not made any foreign investments and neither entered into any foreign collaborations.<br><br>However, The Company is a Wholly Owned Subsidiary of a Foreign Company. |
| **II. Information about the appointee:** | |
| a) Background details | □ B. A (English), Ravi Shankar University, India, 1988<br>□ Extensive Knowledge on Overseas Accounting functions, Purchases, Human Resource etc.<br>□ 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 past two years is as follows:<br>Year — INR in Lakhs PA<br>2024-25 — 97.10<br>2025-26 — 111.66 |
| c) Recognition or awards | - |
| d) Job profile and suitability | She is Whole Time Director of the Company and devotes whole time attention for the supervision of finance and accounts, employee relations and vendor relations. Taking this into consideration, the Board has bestowed such responsibility. |
| e) Remuneration proposed | For FY 2026-27:<br>Salary - Rs. 1,24,33,572 per annum (One Crore Twenty- |

| | |
|---|---|
| | Four Lakh Thirty-Three Thousand Five Hundred and Seventy-Two only) and Performance bonus - up to 100% of the Gross Salary<br><br>For remaining FY:<br>Remuneration as recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to Maximum limit of INR 5,00,00,000 Crores in any Financial Year in the event of inadequacy of profits/no profits. |
| f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | Considering the responsibility shouldered by the appointee, considering the growth and expansion of business activities of the Company, the remuneration proposed by N & R Committee and Board is Commensurate with Industry standards. |
| g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, 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<br>- She is one of the promoters of the Company.<br>- She is Governor (Director) of Holding Company - M/s Washington Agrotech Limited<br>- Her Spouse Mr. Ravindra Kumar Agrawal:<br>• is one of the promoters and Chairman & Whole time Director of KisanKraft Limited.<br>• is the Governor (Director) of M/s Washington Agrotech Limited |

The proposed Appointment & remuneration payable to Mrs. Sarika 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**.

KISANKRAFT LIMITED

**Item No. 4**

**RE-APPOINTMENT OF MR. SUNIL PRASAD AS WHOLE TIME DIRECTOR AND CHIEF OPERATING OFFICER (COO) OF THE COMPANY AND FIXING THE REMUNERATION**

**Background:**

Mr. Sunil Prasad is currently the Whole Time Director & Chief Operating Officer (COO) of the Company. He was appointed as Whole Time Director & COO from 18th December 2023 to hold office for 3 years i.e. till 17th December 2026. The members approved the appointment and remuneration payable to him in the Annual General meeting held on 26th September 2023.

Mr. Sunil Prasad, being a Whole Time Director and COO of the Company, is actively involved in the operations of the Company.

**Proposed Appointment:**

By considering the future business prospects, immense experience and his contribution in the effective management of the operations of the Company, Board of Directors on the recommendation of Nomination & Remuneration Committee, at their meeting held on 01st August 2026 have unanimously recommended the appointment of Mr. Sunil Prasad as Whole time Director & COO of the Company. and the same is recommended to the shareholders for their approval as set out in Resolution no 4.

**Remuneration:**

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

**Inadequacy of profits:**

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.

However, as per the proviso to 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.

KISANKRAFT LIMITED

In the current year, for the purpose of payment of managerial remuneration, the profits may be considered inadequate in terms of the ceiling prescribed for overall maximum managerial remuneration payable under Section 197 of the Companies Act, 2013and hence in view of this inadequacy of profit the Company is proposing the approval of the remuneration as detailed in the resolution to be approved by the members by way of a special resolution notwithstanding that the such remuneration may exceed the individual or overall limits and percentages specified in Section 197 and Schedule V of the act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013, in any of the financial years during the tenure of appointment.

**Variation in Terms and Conditions and Remuneration:**

The approval from members is being sought to empower the Board, pursuant to the approval and recommendation of Nomination and Remuneration Committee, to alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, as long as such remuneration is within the Maximum limits of INR 5,00,00,000 (Indian Rupees Five Crores) per annum during the tenure of appointment notwithstanding that the such remuneration may exceed the individual or overall limits and percentages specified in Section 197 and Schedule V of the act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013.

**Other Disclosures:**

1. As required under section 197 (1), 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 of such persons 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 reappointed as Whole Time Director, hence notice in writing signifying that candidature as a director is not required from member.

3. No director, Key Managerial Personnel or their relatives except Mr. Sunil Prasad, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

**Information regarding the Appointee:**
**Mr. Sunil Prasad**

KISANKRAFT LIMITED

| | |
|---|---|
| Age | 40 Years |
| Qualifications | II Pre-University College |
| Experience | 18 Years |
| Terms and conditions of appointment or re-appointment | (i) Tenure of this appointment shall be three years with effect from 18th December 2026.<br><br>(ii) The Appointee shall liable to retire by rotation and he 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.<br><br>(iii) The Appointee 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.<br><br>(iv) Appointee shall cease to be Director of the Company on cessation of employment with the Company.<br><br>(v) The appointment shall be governed by Section 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable provisions. |
| Last drawn remuneration | Rs. 59.15 Lakhs (2025-26) |
| Date of first appointment on the Board | 04th July 2016 |
| No. of share held | 16,600 Equity Shares |
| Relationship with Directors, Managers & KMP | NA |

KISANKRAFT LIMITED

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|---|---|
| Number of Board Meetings attended during FY 2025-26 | 5 out of 5 |
| 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<br>- Manufacture of agricultural and forestry machinery<br>- Wholesale trading of Power tools<br>- Development and Production of seeds and planting materials. |
| b) Date or expected date of commencement of commercial production. | Company has commenced the following activities:<br>1. Business of wholesale trading in 2005<br>2. Manufacturing in 2014<br>3. Development & Production of seeds in 2018<br>4. Ventured into Business of wholesale trading of Power tools in 2021<br>5. Established a manufacturing Unit at Nellore, Andhra Pradesh and started its operations on 19th November 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: 2025-26<br>Gross Revenue: INR 28183.81 Lakhs<br>Profit after Tax: INR 1396.85 Lakhs<br>Rate of Dividend: 0<br>Earnings per Share: INR 13.43 |

KISANKRAFT LIMITED

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|---|---|
| e) Foreign investments or collaborations, if any | Company has not made any foreign investments and neither entered into any foreign collaborations.<br><br>However, The Company is a Wholly Owned Subsidiary of a Foreign Company. |
| **II. Information about the appointee:** | |
| a) Background details | □ Worked as Business Development Officer in Reliance Communications for 2.6 years<br><br>□ Serving as Whole Time Director & Chief Operating Officer of KisanKraft Limited |
| b) Past remuneration | The remuneration drawn by Mr. Sunil Prasad during past two years is as follows:<br>Year — INR in Lakhs PA<br>2024-25 — 51.43<br>2025-26 — 59.15 |
| c) Recognition or awards | - |
| d) Job profile and suitability | The appointee is a Whole Time Director & COO of the Company and devotes whole time attention in handling operational aspects, Sales & Marketing of the Company. Taking this into consideration, the Board has bestowed such responsibility on him. |
| e) Remuneration proposed | For FY 2026-27:<br>Salary - Rs. 67,53,516 per annum (Sixty-Seven Lakhs Fifty-Three Thousand Five Hundred and Sixteen) and Performance bonus - up to 100% of the Gross Salary<br><br>For remaining FY:<br>Remuneration as recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to Maximum limit of INR 5,00,00,000 Crores in any Financial Year in the event of inadequacy of profits/no profits. |
| f) Comparative remuneration | Considering the responsibility shouldered by the |

KISANKRAFT LIMITED

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|---|---|
| profile with respect to industry, size of the Company, profile of the position and person | appointee, considering the growth and expansion of business activities of the Company, the remuneration proposed by N & R Committee and Board is Commensurate with Industry standards. |
| g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any | - Besides the remuneration Mr. Sunil Prasad does not have any other pecuniary relationship with the Company<br>- He is not related to any of the Key managerial Personnel or other Directors of the Company. |

The proposed Appointment & remuneration payable to Mr. Sunil Prasad 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.**

KISANKRAFT LIMITED

**ITEM NO. 5: RE-APPOINTMENT AND REGULARISATION OF MRS. NEHA AGRAWAL AS INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors ("the Board"), at its meeting held on 21st March 2026, on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the proposal for the re-appointment of Mrs. Neha Agrawal (DIN: 07925114) as an Independent Director of the Company for a second consecutive term of 5 (five) years, with effect from March 27, 2026, up to March 26, 2031, subject to the approval of the shareholders by way of a Special Resolution.

Mrs. Neha Agrawal was appointed as an Independent Director of the Company for the first term of 5 consecutive years, from March 27, 2021 to March 26, 2026. Subsequently Board of Directors at their meeting held on March 21, 2026 has re-appointed her as Additional – Independent Non-Executive Director of the Company w.e.f. March 27, 2026 to March 26, 2031 subject to approval of the Shareholders at ensuing General Meeting.

**Performance evaluation**: In terms of Section 149(10) of the Act, the re-appointment of an Independent Director is subject to a formal performance evaluation. Accordingly, a comprehensive evaluation of Mrs. Neha Agrawal's performance was conducted in March 2026 by the Nomination and Remuneration Committee and the Board of Directors of the Company. The evaluation report, which was formally submitted to and approved by the Board, highly commended her active participation, strategic insights, and adherence to ethical standards of the Company, thereby strongly justifying her continued association with the Company.

**Justification for Re-appointment:** During her tenure, Mrs. Neha Agrawal has provided invaluable guidance, strategic inputs, and strong governance leadership to the Board and its Committees. In terms of Section 149(10) of the Act, an Independent Director can be re-appointed for a second term based on a performance evaluation. The performance evaluation of Mrs. Neha Agrawal demonstrated her high level of commitment, active participation, and deep expertise, making her continued association highly beneficial to the Company.

**Compliance with Law:** Members are hereby informed that the Company has received notice in writing from a member under Section 160 of the Act, signifying the intention to propose the candidature of Mrs. Neha Agrawal for the office of Independent Director.

KISANKRAFT LIMITED

Furthermore, the Company has received from Mrs. Neha Agrawal:

1. Consent to act as a Director in Form DIR-2.
2. Intimation in Form DIR-8 confirming that she is not disqualified under Section 164(2) of the Act.
3. A declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act
4. A Notice in writing under Section 160 of the Companies Act, 2013 is received from a member proposing the candidature and kept open at the Registered Office of the Company

In the opinion of the Board, Mrs. Neha Agrawal fulfills the conditions specified in the Act and the Rules made thereunder for re-appointment as an Independent Director and she is independent of the management.

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.

Except Mrs. Neha Agrawal, none of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**Information regarding the Appointee:**

**Mrs. Neha Agrawal**

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|---|---|
| Age | 44 Years |
| Qualifications | Chartered Accountant |
| Experience | 20 Years of Post Qualified Experience |

KISANKRAFT LIMITED

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| Terms and conditions of appointment or re-appointment | (i) Tenure of this appointment shall be 5 years with effect from March 27, 2026 to March 26, 2031<br><br>(ii) The Appointee shall not be liable to retire by rotation<br><br>(iii) The appointee may be nominated or re-nominated or continue to serve as a chairperson or member of the Audit Committee, Nomination & Remuneration Committee (NRC), Social responsibility Committee, etc<br><br>(iv) The appointee is expected to dedicate sufficient time to attend all regular and emergency Board meetings, Committee meetings, separate meetings of Independent Directors, and General Meetings.<br><br>(v) The appointee must strictly abide by the Code for Independent Directors (Schedule IV) and the general duties of directors under Section 166 of the Act<br><br>(vi) The appointee is entitled to Sitting Fees for attending Board and Committee meetings (as fixed by the Board) and reimbursement of actual travel/accommodation expenses incurred for company business<br><br>(vii) The appointment shall be governed by Section 149, 150 & 160 read with Schedule IV & V of the Companies Act, 2013 and rules made thereunder and other applicable provisions |

KISANKRAFT LIMITED

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| | (viii) Separation from this engagement could be affected by either side giving three months' notice or as per mutual consent.<br><br>(ix) The Appointee must submit a declaration of independence under Section 149(7) at the first Board meeting of every financial year, or immediately if there is any change in circumstances that affects her independent status. The Appointee must also disclose regularly or if there is any change in previous disclosure, concern or interest in other entities (Form MBP-1) and confirm non-disqualification (Form DIR-8) as specified by law |
| Last drawn remuneration | - |
| Date of first appointment on the Board | October 16, 2017 |
| No. of share held | 25,500 Equity Shares |
| Relationship with Directors, Managers & KMP | NA |
| Number of Board Meetings attended during FY 2025-26 | 4 out of 5 |
| 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<br>- Manufacture of agricultural and forestry machinery<br>- Wholesale trading of Power tools<br>- Development and Production of seeds and planting |

KISANKRAFT LIMITED

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| | materials. |
| b) Date or expected date of commencement of commercial production. | Company has commenced the following activities:<br>1. Business of wholesale trading in 2005<br>2. Manufacturing in 2014<br>3. Development & Production of seeds in 2018<br>4. Ventured into Business of wholesale trading of Power tools in 2021<br>5. Established a manufacturing Unit at Nellore, Andhra Pradesh and started its operations on 19th November 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: 2025-26<br>Gross Revenue: INR 28183.81 Lakhs<br>Profit after Tax: INR 1396.85 Lakhs<br>Rate of Dividend: 0<br>Earnings per Share: INR 13.43 |
| e) Foreign investments or collaborations, if any | Company has not made any foreign investments and neither entered into any foreign collaborations.<br><br>However, The Company is a Wholly Owned Subsidiary of a Foreign Company. |
| **II. Information about the appointee:** | |
| a) Background details | □ Worked as finance professional in different organisations<br>□ Serving as Independent Director of KisanKraft Limited |
| b) Past remuneration | The remuneration drawn by Mrs. Neha Agrawal during past two years is as follows:<br>Year — INR in Lakhs PA<br>2024-25 — Nil<br>2025-26 — Nil |
| c) Recognition or awards | - |

KISANKRAFT LIMITED

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| d) Job profile and suitability | The appointee brings over 20+ years of professional expertise in Finance / Corporate Governance, where her role focuses on providing independent oversight, strategic guidance, and robust risk management to the Board. Her suitability for a second term is anchored in her unimpeachable integrity, and thorough understanding of the Company's operational environment. Her exceptional performance evaluation underscores that her continued presence on the Board remains invaluable for ensuring strong and long-term stakeholder value |
| e) Remuneration proposed | Nil.<br>The appointee is entitled to receive Sitting Fees as may be approved by the Company. |
| f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | NA |
| g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any | - Besides the sitting fees, Mrs. Neha Agrawal does not have any other pecuniary relationship with the Company<br>- The appointee is not related to any of the Key managerial Personnel or other Directors of the Company. |

The proposed Appointment is appropriate and in the best interest of the Company.

Thus, the Board of Directors recommends the resolution as set out at Item No. 5 of the notice for the approval of the members as a **Special Resolution.**

## ITEM NO. 6: APPOINTMENT OF MR. ANAND GARG AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors ("the Board"), at its meeting held on 01st August 2026, on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the proposal for the appointment of Mr. Anand Garg (DIN: 09127351) as an Independent Director of the Company for consecutive term of 5 (five) years, with effect from August 28, 2026 to August 27, 2031, subject to the approval of the shareholders by way of an Ordinary Resolution.

Mr. Anand Garg 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. Subsequently his appointment was regularized to Non-Executive Director by the shareholders of the Company at the Annual General Meeting held on August 28, 2021.

**Brief profile of the Appointee:** Seasoned business leader and corporate strategist with over three decades of global experience driving growth, mergers & acquisitions, strategic planning, and organizational transformation across FMCG, Infrastructure, Energy, and Telecom sectors. Proven record of conceptualizing and executing corporate development initiatives, identifying investment opportunities, and leading cross-functional teams to deliver sustained business performance. Skilled at partnering with boards and CXOs to align business growth with long-term strategic goals.

Professional Experience: Independent Consultant & Advisor – Corporate Strategy and Business Development • Advise boards and leadership teams on strategy, business expansion, and investment initiatives across FMCG, Healthcare, and Infrastructure sectors. • Developed business strategies for startups in AI, healthcare, and automation sectors, driving market entry and funding readiness. • Advised on M&A and JV structures in the infrastructure domain in India and Africa. • Supported fundraising and partnership development exceeding USD 50 million.

**Justification for appointment**: Mr. Anand Garg brings broad professional expertise in Marketing and business development spanning over 40+ years. During his current tenure as a Non-Executive Director, he has displayed objective judgment and provided valuable strategic guidance to the Board. The Board feels that transitioning his designation to an Independent Director will immensely benefit the Company's corporate governance framework, strengthen internal checks, and ensure unbiased oversight for long-term stakeholder value.

**Compliance with Law:** The members are hereby informed that the Company has received notice in writing from a member under Section 160 of the Act, signifying the intention to propose the candidature of Mr. Anand Garg for the office of Independent Director.

KISANKRAFT LIMITED

Furthermore, the Company has received from Mr. Anand Garg:

1. Consent to act as a Director in Form DIR-2.
2. Intimation in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Act.
3. A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act
4. Confirmation of registration with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (IICA)
5. A Notice in writing under Section 160 of the Companies Act, 2013 is received from a member proposing the candidature and kept open at the Registered Office of the Company

In the opinion of the Board, Mr. Anand Garg fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is independent of the management.
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.

Except Mr. Anand Garg, none of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Information regarding the Appointee:**

**Mr. Anand Garg**

| | |
|---|---|
| Age | 64 Years |
| Qualifications | Graduate |
| Experience | 40 + years |

KISANKRAFT LIMITED

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|---|---|
| Terms and conditions of appointment or re-appointment | (i) Tenure of this appointment shall be 5 years with effect August 28, 2026 to August 27, 2031<br><br>(ii) The Appointee shall not be liable to retire by rotation<br><br>(iii) The appointee may be nominated or re-nominated or continue to serve as a chairperson or member of the Audit Committee, Nomination & Remuneration Committee (NRC), Social responsibility Committee, etc<br><br>(iv) The appointee is expected to dedicate sufficient time to attend all regular and emergency Board meetings, Committee meetings, separate meetings of Independent Directors, and General Meetings.<br><br>(v) The appointee must strictly abide by the Code for Independent Directors (Schedule IV) and the general duties of directors under Section 166 of the Act<br><br>(vi) The appointee is entitled to Sitting Fees for attending Board and Committee meetings (as fixed by the Board) and reimbursement of actual travel/accommodation expenses incurred for company business<br><br>(vii) The appointment shall be governed by Section 149, 150 & 160 read with Schedule IV & V of the Companies Act, 2013 and rules made thereunder and other applicable provisions |

KISANKRAFT LIMITED

| | |
|---|---|
| | (viii) Separation from this engagement could be affected by either side giving three months' notice or as per mutual consent.<br><br>(ix) The Appointee must submit a declaration of independence under Section 149(7) at the first Board meeting of every financial year, or immediately if there is any change in circumstances that affects her independent status. The Appointee must also disclose regularly or if there is any change in previous disclosure, concern or interest in other entities (Form MBP-1) and confirm non-disqualification (Form DIR-8) as specified by law |
| Last drawn remuneration | - |
| Date of first appointment on the Board | March 27, 2021 |
| No. of share held | NIL |
| Relationship with Directors, Managers & KMP | NA |
| Number of Board Meetings attended during FY 2025-26 | 5 out of 5 |
| 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:**

| **III. General Information:** | |
|---|---|
| f) Nature of industry | - Wholesale of agricultural machinery, equipment and supplies<br>- Manufacture of agricultural and forestry machinery<br>- Wholesale trading of Power tools<br>- Development and Production of seeds and planting |

KISANKRAFT LIMITED

| | |
|---|---|
| | materials. |
| g) Date or expected date of commencement of commercial production. | Company has commenced the following activities:<br>1. Business of wholesale trading in 2005<br>2. Manufacturing in 2014<br>3. Development & Production of seeds in 2018<br>4. Ventured into Business of wholesale trading of Power tools in 2021<br>5. Established a manufacturing Unit at Nellore, Andhra Pradesh and started its operations on 19th November 2021 |
| h) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not applicable |
| i) Financial performance based on given indicators. | Financial year: 2025-26<br>Gross Revenue: INR 28183.81 Lakhs<br>Profit after Tax: INR 1396.85 Lakhs<br>Rate of Dividend: 0<br>Earnings per Share: INR 13.43 |
| j) Foreign investments or collaborations, if any | Company has not made any foreign investments and neither entered into any foreign collaborations.<br><br>However, The Company is a Wholly Owned Subsidiary of a Foreign Company. |
| **IV. Information about the appointee:** | |
| h) Background details | □ Worked as Marketing & Business professional in different organisations<br><br>□ Serving as Non-Executive Director of KisanKraft Limited |
| i) Past remuneration | The remuneration drawn by Mr. Anand Garg during past two years is as follows: |

| Year | INR in Lakhs PA |
|---|---|
| 2024-25 | Nil |

KISANKRAFT LIMITED

| | |
|---|---|
| | 2025-26    Nil |
| j) Recognition or awards | - |
| k) Job profile and suitability | The appointee brings over 40+ years of professional expertise in Marketing & Business Development, having Proven track record of developing and executing strategies that enhance revenue, reduce cost, increase delivery capacity, and ensure customer satisfaction. Proficient at managing multi-country operations, across multiple & diverse business streams. Recognized for strong business acumen and ability to thrive in demanding and evolving environments while remaining pragmatic and focused. Successful in creating cohesive communication between company, Board & other stakeholders which provides the basis for his independent directorship in the Company. |
| l) Remuneration proposed | Nil.<br>The appointee is entitled to receive Sitting Fees as may be approved by the Company. |
| m) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person | NA |
| n) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any | - Besides the sitting fees, Mr. Anand Garg does not have any other pecuniary relationship with the Company<br>- The appointee is not related to any of the Key managerial Personnel or other Directors of the Company. |

The proposed Appointment is appropriate and in the best interest of the Company.

Thus, the Board of Directors recommends the resolution as set out at Item No. 6 of the notice for the approval of the members as an **Ordinary Resolution.**

**<u>ITEM NO. 7: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR FY 2026-27</u>**

M/s D B & Co., Cost & Management Accountants (Firm Registration Number 004780) – Cost Auditors has been appointed by the Board of Directors of the Company, as Cost Auditors of the Company for FY 2026-27 for carrying out audit of cost records of the Company on the recommendation of Audit Committee of the Company in accordance with Section 148 of the Companies Act, 2013, read with the applicable provisions of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014.

The remuneration fixed by the board, for the Cost Auditors is Rs. 2,00,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses incurred during the audit. In compliance with the statutory requirements, the remuneration requires confirmation by the members of the Company.

Accordingly, the Board recommends to the members to approve the resolution as set out in Item no.3 of the notice as a Ordinary Resolution and confirm the said remuneration payable to the Cost Auditors.

**Brief Profile of the Cost Auditor:**

The firm started by professional with vast and divergent experience with well-known brands over two decades in the field of Statutory audits, Cost audits, Internal audits & Tax audits, Promoting cost reduction, Introduction of Costing Systems, Profit management, Indirect Taxes – GST, Customs, VAT, Service Tax, Support in ERP implementations and Investment advisory services.

The firm is handling wide range of clients including government sector, electrical & automotive sector.

Brief profile of the Auditor along with their consent & eligibility certificate was considered and approved by the Board of Directors.

KISANKRAFT LIMITED

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

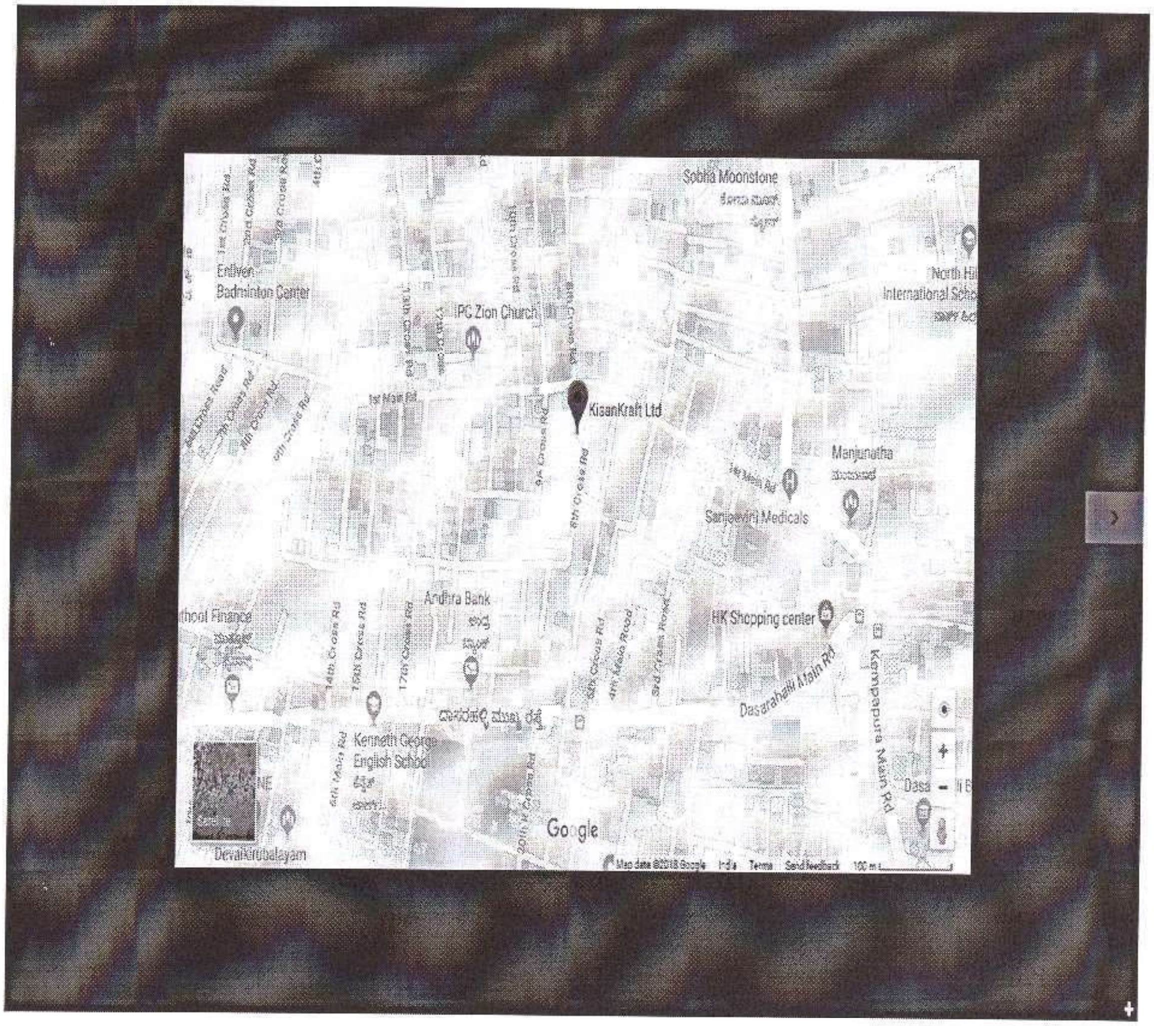
KISANKRAFT LIMITED

Ravindra Kumar Agrawal
Chairman & Whole Time Director
DIN: 00195640

Date: August 01, 2026
Place: Bangalore

KISANKRAFT LIMITED

## REGISTERED OFFICE ROUTE MAP



**KISANKRAFT LIMITED**

**ATTENDANCE SHEET**

21st Annual General Meeting

**Venue of the meeting:** Registered Office

**Day and Date of the meeting:** Tuesday, 25th August 2026

**Time:** 5.00 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 Annual General Meeting of the Company held on Tuesday, 25th August 2026 at 5.00 PM IST at the Registered Office of the Company at No. 4, 1st Main, 7-A Cross, Maruthi Layout, Dasarahalli, HAF Post, Hebbal, Bangalore, Karnataka, India, 560024.

KISANKRAFT LIMITED

## 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: No. 4, 1st Main, 7-A Cross, Maruthi Layout, Dasarahalli, HAF Post, 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

KISANKRAFT LIMITED

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 Tuesday, 25th August 2026 at 5.00 PM IST at No. 4, 1st Main, 7-A Cross, Maruthi Layout, Dasarahalli, HAF Post, 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 _____Day of August 2026

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.

KISANKRAFT LIMITED

To,
The Board of Directors/Company Secretary
KisanKraft Limited
Bangalore

**Subject: Notice under Section 160 of the Companies Act, 2013 for proposing the candidature of Mr. Anand Garg for Independent Director of the Company.**

Dear Sir / Madam,

I, Ajay Kumar Chalasani, Shareholder of KisanKraft Limited holding 16,446 Equity Shares of Rs. 10 each in the Company having DP ID/Client ID: IN30133040036055, hereby give notice pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying my intention to propose the candidature of Mr. Anand Garg (DIN: 09127351) residing at # 4B-14, Kalpataru Estate, Jogeshwari Vikroli Link Road, Near Majas Depot, Andheri East, Chakala Midc., Mumbai, Maharashtra - 400093, for appointment to the office of Independent Director of the Company at the ensuing Annual General Meeting.

In terms of the proviso to Section 160(1) of the Companies Act, 2013, the requirement of depositing ₹1,00,000 (Rupees One Lakh) is exempt as the candidature is for the position of Independent Director recommended by the Nomination and Remuneration Committee.

Kindly take necessary steps to include the proposal in the notice of the forthcoming General Meeting of the Company.

Thanking you.

Yours faithfully,

Ajay Kumar Chalasani
DP/Client ID; IN30133040036055
Contact No.: +91 8861996669

Date: 01.08.2026
Place: Bengaluru

To,
The Board of Directors/Company Secretary
KisanKraft Limited
Bangalore

**Subject: Notice under Section 160 of the Companies Act, 2013 for proposing the candidature of Mrs. Neha Agrawal for Independent Director of the Company.**

Dear Sir / Madam,

I, Sireesha, Shareholder of KisanKraft Limited holding 5,505 Equity Shares of Rs. 10 each in the Company having DP ID/Client ID: IN30133040045603, hereby give notice pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying my intention to propose the candidature of Mrs. Neha Agrawal (DIN: 07925114) residing at 18C, Nakshatra Villas, A E C S Layout, Chinnappanahalli, Near Rohan Mihira Apartments, Marathahalli Colony, Bangalore – 560 037, for appointment to the office of Independent Director of the Company at the ensuing Annual General Meeting.

In terms of the proviso to Section 160(1) of the Companies Act, 2013, the requirement of depositing ₹1,00,000 (Rupees One Lakh) is exempt as the candidature is for the position of Independent Director recommended by the Nomination and Remuneration Committee.

Kindly take necessary steps to include the proposal in the notice of the forthcoming General Meeting of the Company.

Thanking you.

Yours faithfully,

Sireesha

Sireesha
DP/Client ID; IN30133040045603
Contact No.: +91 8867373025

Date: 01.08.2026
Place: Bengaluru