

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

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that, the 20<sup>th</sup> Annual General Meeting (AGM) of the members of M/s. KisanKraft Limited ("the Company") will be held on Saturday, 20<sup>th</sup> September 2025 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 2025 including the audited Balance Sheet as at 31<sup>st</sup> March, 2025, Statement of Profit and Loss along with notes and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2025 and the Reports of Board of Directors ("the Board") and Auditors thereon;

**2. APPOINTMENT OF MR. ANKIT PRAKASH CHITALIA, AS DIRECTOR, LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Ankit Prakash Chitalia (DIN: 06667003), 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. Ankit Prakash Chitalia (DIN: 06667003) as Director liable to retire by rotation."



**SPECIAL BUSINESS:**

**3. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FY 2025-26**

*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 (3) of the Companies Act, 2013 (the ‘Act’) read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, 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 hereby approve and ratify that, M/s Geeyes & Co., Cost & Management Accountants (Firm Registration Number 000044) – Cost Auditors, re-appointed by the Board of Directors to conduct the audit of the cost records of the Company for the FY 2025-26, be paid remuneration amounting to Rs. 2,00,000/- plus taxes and reimbursement of out-of-pocket expenses as may be incurred by them in connection with audit of the Company.

**RESOLVED FURTHER THAT** any of the Executive Directors/Company Secretary of the Company severally be and is hereby authorized to do such 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”).”

**4. RE-APPOINTMENT OF MR. RAVINDRA KUMAR AGRAWAL AS CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and such other consents and permission as may be required, 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. Ravindra Kumar Agrawal (DIN: 00195640), who has submitted the consent letter in Form DIR 2, Eligibility in Form DIR – 8, Concern or interest in Form MBP-1, as the Chairman and Whole Time Director of the Company for a period of Three (3) years with effect from 01<sup>st</sup> October 2025 to 30<sup>th</sup> September, 2028 and whose term of office shall not be liable to retire by rotation.





**RESOLVED FURTHER THAT** pursuant to Section 197 and 200 read with Section II of Part II of Schedule V, and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and such other consents and permission as may be required, the salary, perquisites and performance bonus (hereinafter referred to as "remuneration") payable to Mr. Ravindra Kumar Agrawal be and is hereby approved, for a period of 3 (three) years, on the terms and conditions as 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 Chairman and Whole Time Director during his term of office:

**(A) Fixed Salary:**

Salary component	Payable Annually (INR)
Basic + DA	70,10,952
HRA	28,04,376
LTA	7,01,100
Special Allowances	65,520
Annual Bonus	5,84,256
<b>Total pay</b>	<b>1,11,66,204</b>

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

- (B) Variable Performance Bonus – Up to 100% of the Gross Salary of Mr. Ravindra Kumar Agrawal depending upon the performance of the person and the Company during his tenure.
- (C) The Total Pay would be subject to the Maximum limit of INR 5,00,00,000 (Indian Rupees Five Crores) per annum in case of no profit/inadequacy of profit during his tenure.
- (D) The remuneration will be subject to deduction on account of employee's contribution to PF, Tax and any other statutory deductions that may apply from time to time.



**2) Perquisites and Allowances:**

**(A) REIMBURSEMENT OF MEDICAL EXPENSES**

As per Rules of the Company.

**(B) PERSONAL ACCIDENT INSURANCE**

As per Rules of the Company.

**(C) CONTRIBUTION TO PROVIDENT FUND AND SUPERANNUATION FUND**

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

**(D) LEAVE AND ENCASHMENT OF LEAVE**

As per Rules of the Company.

**(E) GRATUITY AND / OR CONTRIBUTION TO GRATUITY FUND**

As per Rules of the Company.

**(F) USE OF CAR AND TELEPHONE**

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

**(G) REIMBURSEMENT OF EXPENSES**

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

**(H) OTHER BENEFITS:**

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

**3) Other terms and conditions:**

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

(B) He 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 and Chairman 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 his tenure in a way that total remuneration shall in no case exceed the Maximum limits of INR 5,00,00,000 (Indian Rupees Five Crores) per annum.

**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 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.”

**5. RE-APPOINTMENT OF MR. ANKIT PRAKASH CHITALIA AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and such other consents and permission as may be required, 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. Ankit Prakash Chitalia (DIN: 06667003), who has submitted the consent letter in Form DIR 2, Eligibility in Form DIR – 8, Concern or interest in Form MBP-1, as the Managing Director of the Company for a period of Three (3) years with effect from 01<sup>st</sup> October 2025 to 30<sup>th</sup> September, 2028 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. Ankit Prakash Chitalia 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 Managing Director during his term of office:

**(A) Fixed Salary**

<b>Salary component</b>	<b>Payable Annually (INR)</b>
Basic + DA	71,84,112
HRA	28,73,640
LTA	7,18,416
Special Allowances	2,89,332
Annual Bonus	5,98,680
<b>Total pay</b>	<b>1,16,64,180</b>

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

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

(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 his tenure.

(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.

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

(B) He 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 Managing 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 his tenure in a way that total remuneration shall in no case exceed the Maximum limits of INR 5,00,00,000 ( Indian Rupees Five Crores) per annum.


**RESOLVED FURTHER THAT** in the current financial year and any subsequent financial year during the tenure of the Managing 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 Managing 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 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.”

BY ORDER OF THE BOARD OF DIRECTORS

For M/s KisanKraft Limited



  
Arun Kumar M  
Company Secretary  
M. No.: A51729

Date: August 23, 2025

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 special business in this Notice.

#### ITEM NO. 3: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR FY 2025-26

M/s Geeyes & Co - Cost & Management Accountants Firm (FRN 000044) has been appointed by the Board of Directors of the Company, as Cost Auditors of the Company for FY 2025-26 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:**

Geeyes & Co, a firm of Cost Accountants, was established in February 1994 as a partnership firm by the Late Shri. S. Ganapathi Subramanian and Shri. S. Srinivasan. The firm specializes in Cost Audit and Consulting in areas such as Cost Accounting System Design, Pricing Analysis, Anti-Dumping enquiries, and Central Excise Audits/Certifications. The firm is supported by a team of qualified and experienced Cost & Management Accountants with extensive industry exposure.

The clients of Geeyes & Co. span a wide spectrum of industries, including:

- Chemical Process Industries
- Bulk Chemicals
- Mining and Metallurgical industries
- Energy (Oil & Gas, and Thermal Power)
- Cement
- Sugar & Distilleries
- Pulp and Paper





- Drugs & Pharmaceuticals
- Engineering
- Automobiles
- Auto Components
- Textiles

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

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: RE-APPOINTMENT OF MR. RAVINDRA KUMAR AGRAWAL AS CHAIRMAN OF THE COMPANY AND WHOLE TIME DIRECTOR AND FIXING HIS REMUNERATION**

**Background:**

Mr. Ravindra Kumar Agrawal was appointed as Chairman & Whole Time Director of the Company from 05<sup>th</sup> September 2022 to hold office for 3 years i.e. till 30<sup>th</sup> September 2025 as per the approval of the members in the AGM held on 28<sup>th</sup> September 2022.

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

**Proposed Appointment:**

In order to benefit from the immense experience and leadership skills of Mr. Ravindra Kumar Agrawal, the Nomination and Remuneration Committee & Board of Directors at their meeting held on 23<sup>rd</sup> August 2025 have unanimously recommended the re-appointment of Mr. Ravindra Kumar Agrawal as Chairman and Whole time Director 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 him as approved by the Nomination and Remuneration Committee and the Board is included in Resolution No. 4 for the approval of Shareholders.



**Inadequacy of Profit:**

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

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 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 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 re-appointed as Chairman and Whole Time Director, hence notice in writing signifying his candidature as a director is not required from member.





3. Mr. Ravindra Kumar Agrawal and his spouse Mrs. Sarika Agrawal are interested in the resolution in the capacity of appointee and his relative. None of the other Directors, Key Managerial Personnel or their relatives are interested in the resolution.

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

**Mr. Ravindra Kumar Agrawal**

Age	62 Years
Qualifications	B.E (Honors) B.I.T.S Pilani, India
Experience	37 Years
Terms and conditions of appointment or re-appointment	<p>(i) Tenure of this appointment shall be three years with effect from October 01, 2025.</p> <p>(ii) The Appointee shall not be 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, other remunerative work, except in accordance with various applicable laws.</p> <p>(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.</p> <p>(iv) The appointment shall be governed by Section 196, 197, 198 &amp; 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable provisions.</p> <p>(v) The separation from this engagement could be affected by either side giving three months' notice</p>
Last drawn remuneration	Rs. 97.10 Lakhs (2024-25)



Date of first appointment on the Board	Since inception, Promoter director
No. of share held	1,92,550 Equity Shares
Relationship with Directors, Managers & KMP	Mrs. Sarika Agrawal wife of Mr. Ravindra Kumar Agrawal is a Whole Time Director of the Company
Number of Board Meeting attended during FY 2024-25	3 Board Meeting out of 4
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other Companies	NIL

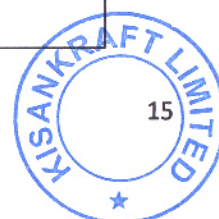
The following detailed information as per Section – II of Part II of Schedule V of the Companies Act, 2013 is as follows:

<b>I. General Information:</b>	
(a) Nature of industry	<ul style="list-style-type: none"> <li>- Wholesale of agricultural machinery, equipment and supplies</li> <li>- Manufacture of agricultural and forestry machinery</li> <li>- Wholesale trading of Power tools</li> <li>- Development and Production of seeds and planting materials.</li> </ul>
(b) Date or expected date of commencement of commercial production.	<p>Company has commenced the following activities:</p> <ol style="list-style-type: none"> <li>1. Business of wholesale trading in 2005</li> <li>2. Manufacturing in 2014</li> <li>3. Development &amp; Production of seeds in 2018</li> <li>4. Ventured into Business of wholesale trading of Power tools in 2021</li> <li>5. Established a manufacturing Unit at Nellore, Andhra Pradesh and started its operations on 19<sup>th</sup> November 2021</li> </ol>
(c) In case of new companies, expected date of commencement of activities as per project approved	Not applicable





by financial institutions appearing in the prospectus.							
(d) Financial performance based on given indicators.	<p>Financial year: 2024-25  Gross Revenue: INR 26,546.22 Lakhs  Profit after Tax: INR 1,568.40 Lakhs  Rate of Dividend: 0  Earnings per Share: INR 15.08</p>						
(e) Foreign investments or collaborators, if any	<p>The Company has not made any foreign investments and neither entered into any foreign collaborations.</p> <p>However, The Company is Wholly Owned Subsidiary of a Foreign Company.</p>						
<b>II. Information about the appointee:</b>							
(a) Background details	<p><input type="checkbox"/> B.E (Honors) B.I.T.S Pilani, India, 1983</p> <p><input type="checkbox"/> 17 years of extensive software development experience for various products for Microsoft Corporation, Redmond</p> <p><input type="checkbox"/> Holds 2 U.S. patents related to Software GUI</p>						
(b) Past remuneration	<p>The remuneration drawn by Mr. Ravindra Kumar Agrawal during the past two years is as follows:</p> <table border="1"> <thead> <tr> <th>Year</th><th>INR in Lakhs PA</th></tr> </thead> <tbody> <tr> <td>2023-24</td><td>88.33</td></tr> <tr> <td>2024-25</td><td>97.10</td></tr> </tbody> </table>	Year	INR in Lakhs PA	2023-24	88.33	2024-25	97.10
Year	INR in Lakhs PA						
2023-24	88.33						
2024-25	97.10						
(c) Recognition or awards	-						
(d) Job profile and his suitability	<p>He is Chairman and Whole-time Director of the Company and devoted all his time in management of the affairs of the Company and exercised powers under the supervision and superintendence of the Board of the Company. Considering his leadership role and effective decision making in all areas of managing the Company, it was proposed to re-appoint him as Chairman of the Company and Whole Time Director.</p>						
(e) Remuneration proposed	<p>For FY 2025-26-  Salary - Rs. 1,11,66,204 per annum and  Performance bonus - up to 100% of the Gross Salary</p> <p>For remaining FY:</p>						



	Annual Appraisal of Remuneration as may be recommended by Nomination and Remuneration Committee and approved by the Board of Directors subject to Maximum limit of INR 5,00,00,000 Crores per year.
(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, if any	<ol style="list-style-type: none"> <li>1. Besides the remuneration and receipt of rent for leasing the office premises, Mr. Ravindra Kumar Agrawal does not have any other pecuniary relationship with the Company.</li> <li>2. He is one of the promoter Director of the Company.</li> <li>3. He is one of the Director of Holding Company M/s Washington Agrotech Limited.</li> <li>4. He holds 100% shares in the Holding Company M/s Washington Agrotech Limited.</li> <li>5. His wife Mrs. Sarika Agrawal is also one of the promoters and Whole time Director of KisanKraft Limited.</li> <li>6. His wife Mrs. Sarika Agrawal is also one of the Director of M/s Washington Agrotech Limited.</li> </ol>

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

Thus, the Board of Directors recommends the resolution as set out at Item No. 4 of the notice for the approval of the Members as a **Special Resolution**.





**ITEM NO. 5: RE-APPOINTMENT OF MR. ANKIT PRAKASH CHITALIA AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION**

Mr. Ankit Prakash Chitalia was appointed as Whole Time Director & CEO from 05<sup>th</sup> September 2022 to hold office for 3 years i.e. till 30<sup>th</sup> September 2025 with the approval of the members in the AGM held on 28<sup>th</sup> September 2022. However, he has resigned from the post of CEO w.e.f. 15<sup>th</sup> July 2024 and continued as Managing Director.

He has been actively involved in the operations and day-to-day management of the Company.

**Proposed Appointment:**

Considering the experience and managing abilities of Mr. Ankit Prakash Chitalia, The Nomination and Remuneration Committee & the Board at their meeting held on 23<sup>rd</sup> August 2025 and the Board of Directors in their meeting held on 23<sup>rd</sup> August 2025, have unanimously recommended the re-appointment of Mr. Ankit Prakash Chitalia as Managing Director of the Company and the same is being recommended to the Shareholders for their approval as set out in Resolution No. 5.

**Remuneration:**

The remuneration payable to him as approved by the Nomination and Remuneration Committee and the Board is included in Resolution No. 5 for the approval of Shareholders.

**Inadequacy of Profit:**

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

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 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 from 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 re-appointed as Managing Director, hence notice in writing signifying his candidature as a director is not required from member.
3. Except, Mr. Ankit Prakash Chitalia, none of the Directors, Key Managerial Personnel or their relatives are interested in the resolution.

**Information regarding Director seeking re-appointment as Managing Director****Mr. Ankit Prakash Chitalia**

Age	36 Years
Qualifications	B.Tech-Production Engineering from Mumbai University, 2011
Experience	14 Years





Terms and conditions of appointment or re-appointment	<p>(i) Tenure of this appointment shall be three years with effect from October 01, 2025.</p> <p>(ii) The Managing Director of the Company shall be liable to retire by rotation. The Managing Director would be employed on a whole-time basis and would not be permitted to undertake any other business, work or public office, honorary or remunerative, in each except in accordance with various applicable laws.</p> <p>(iii) The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Resolution or the Act.</p> <p>(iv) Managing Director will cease to be Director on cessation of his employment with the Company unless decided otherwise by the Board.</p> <p>(v) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder.</p> <p>(vi) The separation from this engagement could be effected by either side giving three months' notice.</p>
Last drawn remuneration	Rs. 99.83 Lakhs (2024-25)
Date of first appointment on the Board	04-07-2016
No. of share held	2,22,519 Equity Shares
Relationship with Directors, Managers & KMP	-
Number of Board Meeting attended during FY 2024-25	4 Board Meeting out of 4
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	NIL



The following detailed information as per Section – II of Part II of Schedule V of the Companies Act, 2013 is as follows:

<b>I. General Information:</b>	
(a) Nature of industry	<ul style="list-style-type: none"> <li>- Wholesale of agricultural machinery, equipment and supplies</li> <li>- Manufacture of agricultural and forestry machinery</li> <li>- Wholesale trading of Power tools</li> <li>- Development and Production of seeds and planting materials</li> </ul>
(b) Date or expected date of commencement of commercial production.	<p>Company has started the following activities:</p> <ol style="list-style-type: none"> <li>1. Business of wholesale trading in 2005</li> <li>2. Manufacturing in 2014.</li> <li>3. Development &amp; Production of seeds in 2018.</li> <li>4. Ventured into Business of wholesale trading of Power tools in 2021.</li> <li>5. Started manufacturing Unit at Nellore, Andhra Pradesh started on 19<sup>th</sup> November 2021.</li> </ol>
(c) In case of new companies, expected date of commencement of activities as per project approved by financial	Not applicable
(d) Financial performance based on given indicators.	<p>Financial year: 2024-25</p> <p>Gross Revenue: INR 26,546.22 Lakhs</p> <p>Profit after Tax: INR 1,568.40 Lakhs</p> <p>Rate of Dividend: 0</p> <p>Earnings per Share: INR 15.08</p>
(e) Foreign investments or collaborators, if any	<p>The Company has not made any foreign investments and neither entered into any foreign collaborations.</p> <p>However, The Company is Wholly Owned Subsidiary of a Foreign Company.</p>
<b>II. Information about the appointee:</b>	
(a) Background details	<p><input type="checkbox"/> B.Tech-Production Engineering from Mumbai University, 2011</p> <p><input type="checkbox"/> Intern at Larsen &amp; Toubro for 6 months</p>
(b) Past remuneration	The remuneration drawn by Mr. Ankit Prakash Chitalia during the past two years is as follows:





	Year	Rs. in Lakhs
	2023-24 2024-25	89.19 99.83
(c) Recognition or awards	-	
(d) Job profile and his suitability	He has been serving as Managing of the Company and devoted all his time in Handling Sales and Operations, Inventory Management, Forecasting and Budgeting, managing product profitability, Liaison with vendors in various countries to develop new product lines. Considering his enormous experience in managing the affairs of the Company, it was proposed to re-appoint him as Managing Director of the Company.	
(e) Remuneration proposed	<p>For FY 2025-26- Salary - Rs. <b>1,16,64,180</b> per annum and Performance bonus - up to 100% of the Gross Salary</p> <p>For remaining FY: Annual Appraisal of 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 per financial year.</p>	
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him pursuant to the growth of the Company and expansion of business activities of the Company, the remuneration proposed by the Nomination and Remuneration Committee and Board is Commensurate with Industry standards.	
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration, Mr. Ankit Prakash Chitalia does not have any other pecuniary relationship with the Company.	

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

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

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



A handwritten signature in blue ink, appearing to read "Arun".

Arun Kumar M  
Company Secretary  
M. No.: A51729

Date: August 23, 2025  
Place: Bangalore





## REGISTERED OFFICE ROUTE MAP



**KISANKRAFT LIMITED**

**ATTENDANCE SHEET**

20<sup>th</sup> Annual General Meeting

**Venue of the meeting:** Registered Office

**Day and Date of the meeting:** Saturday, 20<sup>th</sup> September 2025

**Time:** 4.30 PM IST

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

<b>Name of Director/Member/Proxy/Authorised Representative</b>	
<b>Address</b>	
<b>DIN</b>	
<b>Folio No/DP ID &amp; Client ID</b>	
<b>No of shares held</b>	

I hereby record my presence at the Annual General Meeting of the Company held on Saturday, 20<sup>th</sup> September 2025 at 4.30 PM IST at the Registered Office of the Company at No. 4, 1<sup>st</sup> Main, 7-A Cross, Maruthi Layout, Dasarahalli, HAF Post, 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: No. 4, 1<sup>st</sup> Main, 7-A Cross, Maruthi Layout, Dasarahalli, HAF Post, Hebbal,  
Bangalore, Karnataka, India, 560024

Phone No.: 080 68357800

Email: [info@kisankraft.com](mailto:info@kisankraft.com)

Website: [www.kisankraft.com](http://www.kisankraft.com)

Name of the member(s)	
Registered Address	
E-Mail ID	
Folio No/ Client Id	
DP ID	

I/we, being the member (s) and holding of ..... Shares of the above-named  
Company, hereby appoint

1. Name:.....

Address:.....

E-mail Id: .....

Signature:....., or failing him

2. Name:.....

Address:.....

E-mail Id: .....

Signature:....., or failing him



3. Name:.....

Address:.....

E-mail Id: .....

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, 20<sup>th</sup> September 2025 at 4.30 PM IST at No. 4, 1<sup>st</sup> 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
<b>Ordinary Business</b>				
1.				
2.				
<b>Special Business</b>				
1.				
2.				
3.				

Signed this \_\_\_\_ Day of September 2025

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.

