

SHORTER NOTICE

Please take this **NOTICE** that the Extra Ordinary General Meeting of the members of KISAAN INFOTECH PRIVATE LIMITED will be held at the registered office of the company at THITE WASTI, S NO. 14/1/1, MUNDHWA ROAD, KHARADI, PUNE - 411014 on Tuesday, 19th June, 2018 at 11 a.m. to transact the following business:

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY.

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

"RESOLVED THAT M/S. S. R. Pasalkar & Company, Chartered Accountants, be and are hereby appointed as the statutory auditors of the Company in terms of Section 139 (8) of the Companies Act, 2013 and Rules thereto, for a period from 15th June, 2018 till the conclusion of the next Annual General Meeting subject to the ratification of the members at every Annual General Meeting of the Company".

FURTHER RESOLVED THAT Board be and is hereby authorized to decide the remuneration as may be deemed fit and proper for the Statutory Auditor.

FURTHER RESOLVED THAT Board be and is hereby authorized Mr. DATTA NARHARI SHINDE, to do all such acts as may be deemed necessary for the appointment of Statutory Auditor of the Company.

2. RESOLUTION FOR CONVERSION OF PRIVATE TO PUBLIC LIMITED COMPANY AND CHANGE IN NAME THEREOF.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 14 and 18 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and all other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded to the conversion of this Company into a public limited company and consequently the name of the Company be and is hereby changed **from** 'KISAAN INFOTECH PRIVATE LIMITED, to 'KISAAN INFOTECH LIMITED' and accordingly the name 'KISAAN INFOTECH PRIVATE LIMITED' wherever it appears in the Memorandum and Articles of Association be substituted with the name 'KISAAN INFOTECH LIMITED'

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RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause I (Name Clause) of the Memorandum of Association of the Company with the following clause:

“The Name of the Company is KISAAN INFOTECH LIMITED.”

“FURTHER RESOLVED THAT Mr. DATTA NARHARI SHINDE, Director of the Company be and is hereby authorized to file necessary e-Forms with the Registrar of Companies and to take all necessary steps to give effect to this resolution.”

3. ADOPTION OF NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.

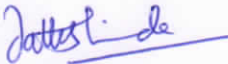
To consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 13 and 14 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Memorandum and the Articles of Association of the Company need to be changed to incorporate provisions applicable to a Public Limited Company:

(a) The revised Memorandum and Articles of Association of the Company as placed before the meeting and initialed by the Chairman for identification be and are hereby approved and adopted as the Memorandum and Articles of Association of the Company and shall substitute in its entirety the existing Memorandum and Articles of Association of the Company”

“FURTHER RESOLVED THAT Mr. DATTA NARHARI SHINDE, Director of the Company be and is hereby severally authorized on behalf of the Board, to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

FOR KISAAN INFOTECH PRIVATE LIMITED


DATTA NARHARI SHINDE
DIRECTOR
DIN: 06769643



Date: 15/06/2018
Place: Pune

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Members are requested to communicate any changes in their address to the Company well in time.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business proposed to be transacted at the Meeting is annexed hereto.

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Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 2

This Company was incorporated as a private limited company vide certificate of incorporation dated 26/02/2014 under the Companies Act, 1956 and 2013. The Board in its meeting held on 15th June 2018 resolved to change the status of the Company from 'Private Limited' Company to a 'Public Limited' Company, subject to the approval of the members of the Company in Extra Ordinary General Meeting and subject to approval of Registrar of Companies. Taking into consideration the overall growth in business and potential avenues for expansion of business, the Company may be required to tap public funds for meeting its long term financial needs by way of issue of securities as deemed fit. As a private limited company, it has limited scope to expand and diversify its business activities and has limited fund raising options. Accordingly, it is required to convert itself into a public company. Consequently, it is proposed to delete the word 'Private' wherever appearing from the name of the Company by alteration of its Memorandum & Articles of Association applicable to a Public Limited Company. The Board recommends passing of the resolution as set out in

Item No. 3

Members are requested to note that consequent to the Company becoming a Public Limited Company, the Memorandum and the Articles of Association of the Company need to be changed to incorporate provisions applicable to a Public Limited Company.

Pursuant to the provisions of Section 13 and Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, an amendment in the Memorandum and the Articles of Association of the Company requires consent of the Members at a General Meeting by means of a Special Resolution.

Accordingly, the Resolution at item no.2 seeks your consent to the proposed changes by way of a Special Resolution, as stated in the Notice convening the meeting.

None of the Directors or other key managerial personnel of the Company are concerned or interested in the proposal provided in the draft of the Resolution.

FOR KISAAN INFOTECH PRIVATE LIMITED

Datta Narhari Shinde

DATTA NARHARI SHINDE
DIRECTOR
DIN: 06769643



Date: 15/06/2018
Place: Pune

KISAAN INFOTECH PRIVATE LIMITED
THITE WASTI, S NO. 14/1/1, MUNDHWA ROAD, KHARADI, PUNE - 411014
CIN: U74999PN2014PTC150773

MINUTES OF THE MEETING OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF KISAAN INFOTECH PRIVATE LIMITED HELD ON TUESDAY 19th JUNE, 2018 AT REGISTERED OFFICE OF THE COMPANY AT 11.00 A.M.

1. MEMBERS PRESENT:

All the members were present at the meeting. The Chairman ascertained and declared that the necessary quorum was present at the meeting. He then called the meeting to order.

Chairman of the meeting:

Mr. Datta Narhari Shinde was elected as the chairman of the meeting by the members present.

2. NOTICE CONVENING THE MEETING:

The notice convening the meeting was read by the chairman.

3. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY.

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

"RESOLVED THAT M/S. S. R. Pasalkar & Company, Chartered Accountants, be and are hereby appointed as the statutory auditors of the Company in terms of Section 139 (8) of the Companies Act, 2013 and Rules thereto, for a period from 15th June, 2018 till the conclusion of the next Annual General Meeting subject to the ratification of the members at every Annual General Meeting of the Company".

FURTHER RESOLVED THAT Board be and is hereby authorized to decide the remuneration as may be deemed fit and proper for the Statutory Auditor.

FURTHER RESOLVED THAT Board be and is hereby authorized Mr. DATTA NARHARI SHINDE, to do all such acts as may be deemed necessary for the appointment of Statutory Auditor of the Company.

4. RESOLUTION FOR CONVERSION OF PRIVATE TO PUBLIC LIMITED COMPANY AND CHANGE IN NAME THEREOF.

The Chairman took up the item on agenda regarding conversion of the status of the Company from Private Limited to Public Limited Company and consequent changes to the Memorandum of Association and adoption of new set of Articles of Association. After discussion, the Chairman proposed the following resolution which was

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seconded by Mr. Santosh Narhari Shinde: to be considered and if thought fit, to be passed by the members with or without modifications as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 14 and 18 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and all other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded to the conversion of this Company into a public limited company and consequently the name of the Company be and is hereby changed **from** 'KISAAN INFOTECH PRIVATE LIMITED, to 'KISAAN INFOTECH LIMITED' and accordingly the name 'KISAAN INFOTECH PRIVATE LIMITED' wherever it appears in the Memorandum and Articles of Association be substituted with the name 'KISAAN INFOTECH LIMITED'

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause I (Name Clause) of the Memorandum of Association of the Company with the following clause:

"The Name of the Company is KISAAN INFOTECH LIMITED."

"FURTHER RESOLVED THAT Mr. DATTA NARHARI SHINDE, Director of the Company be and is hereby authorized to file necessary e-Forms with the Registrar of Companies and to take all necessary steps to give effect to this resolution."

5. ADOPTION OF NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.

The Chairman took up the item on agenda regarding the adoption of new sets of Articles of Association in substitution of and to the exclusion of all the existing Articles of Association. He stated that since the company shall be converted from Private Limited Company into Public Limited Company the old set of Articles of Association which is meant only for Private Limited Company needs to be substituted by new set of Articles of Association which is in accordance for the Public Limited Company. After discussion, the Mr. DATTA NARHARI SHINDE proposed the following resolution which was seconded by Mr. SANTOSH NARHARI SHINDE, to be consider and if thought fit, to be passed by the members with or without modifications as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 13 and 14 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Memorandum and the Articles of Association of the Company need to be changed to incorporate provisions applicable to a Public Limited Company:

(a) The revised Memorandum and Articles of Association of the Company as placed before the meeting and initialed by the Chairman for identification be and are hereby approved and adopted as the Memorandum and Articles of Association of the Company and shall substitute in its entirety the existing Memorandum and Articles of Association of the Company"

"FURTHER RESOLVED THAT Mr. DATTA NARHARI SHINDE, Director of the Company be and is hereby severally authorized on behalf of the Board, to do all such acts, deeds, matters and

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things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

The resolution when put to vote was passed unanimously on show of hands.

There being no other business to transact the meeting concluded with vote of thanks to the Chair.



(MR. DATTA NARHARI SHINDE)
CHAIRMAN

Place: Pune
Date: 04/05/2018

KISAAN INFOTECH PRIVATE LIMITED
THITE WASTI, S NO. 14/1/1, MUNDHWA ROAD, KHARADI, PUNE - 411014
CIN: U74999PN2014PTC150773

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA ORDINARY
GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY 19TH
JUNE, 2018 AT REGISTERED OFFICE OF THE COMPANY AT 11.00 A.M.**

**RESOLUTION FOR CONVERSION OF PRIVATE TO PUBLIC LIMITED COMPANY AND
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The resolution when put to vote was passed unanimously on show of hands.

FOR KISAAN INFOTECH PRIVATE LIMITED


DATTA NARHARI SHINDE
DIRECTOR
DIN: 06769643


SANTOSH NARHARI SHINDE
DIRECTOR
DIN: 06774063



KISAAN INFOTECH PRIVATE LIMITED
THITE WASTI, S NO. 14/1/1, MUNDHWA ROAD, KHARADI, PUNE - 411014
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The resolution when put to vote was passed unanimously on show of hands.

FOR KISAAN INFOTECH PRIVATE LIMITED


DATTA NARHARI SHINDE
DIRECTOR
DIN: 06769643


SANTOSH NARHARI SHINDE
DIRECTOR
DIN: 06774063

