

NOTICE OF 26TH EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 26th Extra-Ordinary General Meeting of Japfa Comfeed India Private Limited will be held at a shorter notice on Monday, the 13th day of May, 2019 at 05.00 p.m. at the registered office of the company situated at 91, Sakore Nagar, Viman Nagar, Pune - 411014 to transact the following business:

SPECIAL BUSINESS:

1. ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications and re-enactments thereof, for time being in force) and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to append following sub-clause (10) after sub-clause (9) of clause III A of the Memorandum of Association of Company;

(10) To establish and run testing laboratories, research and development centres, experimental workshops, veterinary hospitals and investigation centres and any other centres for testing, experimenting and doing research in respect of live-stock, poultry and animal feed or animal food products and to buy, import and develop all chemical instruments, equipment and goods or articles required thereto.

RESOLVED FURTHER THAT consent of the shareholders of the Company be and is hereby accorded to delete sub-clause (1) of clause III B of the Memorandum of Association of Company;

RESOLVED FURTHER THAT Mr. Prasad Wagh, Managing Director (DIN: 06653678) and/or Ms. Ketaki Kulkarni, Secretary of the Company be and are hereby severally authorized to file necessary forms to Registrar of Companies, Pune and take all necessary steps as may be required or considered necessary or incidental thereto to give effect to the above resolution including renumbering of all clauses considering the abovementioned changes."

Ketaki





2. APPOINTMENT OF MR. VIDYASAGAR APPUKUTTAN AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 & rules made there under (including any statutory modifications, alterations, amendments therein) Mr. Vidyasagar Appukuttan (DIN 02740609) be & is hereby appointed as a Director of the Company with effect from the date of approval of members in the General Meeting.

RESOLVED FURTHER THAT Mr. Vidyasagar Appukuttan (DIN 02740609) be & is hereby paid with the remuneration of Rs. 4,70,168/- (Four Lac Seventy Thousand One Hundred and Sixty Eight Only) per month wherein

1. Basic Salary	2,11,576
2. Allowances	2,33,203
3. Gross Salary	4,44,779
4. PF (Employer Contribution)	25,389
5. Cost to Company	4,70,168

RESOLVED FURTHER THAT Mr. Prasad Wagh, (DIN 06653678) and/or Ms. Ketaki Kulkarni, Secretary of the Company be & are hereby authorized to do all the acts, deeds, things & matters as may be required to give effect to the foregoing resolution including filing of e-form DIR 12 with the Registrar of Companies, Updation of Register etc."

**For & on behalf of the Board of Directors
Japfa Comfeed India Private Limited**

Ketaki
ACS 34272



**Ketaki Kulkarni
Company Secretary**

Date: 03/05/2019

Place: Pune



Notes: -

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.**
- 2. Proxies in order to be effective should be lodged with the Company before 48 hours of the meeting.**
- 3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 1 & 2 is annexed hereto.**
- 4. Route map is enclosed herewith along with the notice.**
- 5. If any member wants to change his email Id requested to submit in writing an application for such change.**



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

1. ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The company is presently in the manufacturing of Poultry Feeds, Raising of Poultry, Poultry Breeding & Farming and commercial Broiler Farming. For testing companies own products, company has its laboratory. Now in view of various customer requirements, it is proposed to provide testing and other services of animal health laboratory to the customers in the market along with its own usage. The additional activities would help to enlarge the current business of the company considering the relative competition in the market.

The alteration of Main Object Clause of Memorandum of Association as set out in the resolution is to facilitate the expansion. This will enable the company to carry on its business economically and efficiently and proposed activities can, under the existing circumstances, be conveniently and advantageously combined with the present activities of the Company.

In terms of Section 13 of the Companies Act, 2013 & rules made thereunder, approval of members by way of special resolution is sought for alteration in Clause III - object clause of the Memorandum of Association of the Company and for carrying out the business activity as detailed in the resolution.

Copies of existing Memorandum of Association & Articles of Association along with draft of proposed Memorandum of Association & Articles of Association are available for inspection at the Registered Office of the Company.

The Board of Directors recommends this resolution in the interests of the Company for shareholders' approval.

None of the Directors & Key Managerial Personnel are in any way interested or concerned in the said resolution.

2. APPOINTMENT OF MR. VIDYASAGAR APPUKUTTAN (DIN 02740609) AS A DIRECTOR OF THE COMPANY:

In view of the resignation tendered by Mr. Koesbyanto Setyadharma (DIN 001019185) due to his retirement, it is proposed to appoint Mr. Vidyasagar Appukuttan as a Director of the Company with monthly remuneration. The Board considers that his appointment would be of immense benefit to the company and it is advisable to appoint him as a Director on the Board of the Company.





All consent letters as required under the provisions of the Companies Act, 2013 & rules made thereunder are available for inspection at the registered office of the Company.

Directors recommends passing of this resolution as an Ordinary Resolution of the Company.

Except for Mr. Vidyasagar Appukuttan, none of the Directors and Key Managerial Personnel of the Company are in any way interested in the said resolution.

**For & on behalf of the Board of Directors
Japfa Comfeed India Private Limited**

Ketaki
AES 34272

**Ketaki Kulkarni
Company Secretary**



Date: 03/05/2019

Place: Pune

Route Map of the Company

Place of the Meeting: 91, Sakore Nagar, Viman Nagar, Pune- 411014.

Nearest Landmark: Nexa Showroom

