

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting (AGM) of the members of **Kaeros Research Private Limited** will be held on Friday, June 13, 2025 at 04:00 PM (IST) at the Registered Office of the Company UG-8,9 Plot No A2/3, Lusa Tower, Naniwala Bagh Azadpur, Delhi-110033 to transact the following businesses:

ORDINARY BUSINESS

1. **Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the Report of Board of Directors and Auditor's Report thereon and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

2. **Re-appointment of Mr. Sanjay Vats (DIN: 09537402) as Director liable to retire by rotation.**

To Consider appointment of Mr. Sanjay Vats (DIN: 09537402) as director retiring by rotation and being eligible, seeks reappointment and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Sanjay Vats (DIN: 09537402) as a director, who is liable to retire by rotation.”

3. **Appointment of M/s Devesh Parekh & Co as the Statutory Auditors of the Company for a term of five consecutive years.**

To appoint M/s Devesh Parekh & Co., Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years and to fix their remuneration and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Devesh Parekh & Co. ,Chartered Accountants (Firm Registration No. 013338N), New Delhi, be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of 6th Annual General Meeting until the conclusion of 11th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors in consultation with the Auditor”

SPECIAL BUSINESS

4. **To appoint Mr. Rajesh Kumar Aggarwal (DIN:00576872) as a Director of the Company.**

To Consider appointment of Mr. Rajesh Kumar Aggarwal (DIN: 00576872) as director and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 152 read with other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Kumar Aggarwal (DIN: 00576872) who was appointed as an Additional Director by the Board of Directors at its meeting held on April 21, 2025, pursuant to Section 161 of the Act and the Articles of Association of the Company, whose term of office expires at this Annual General Meeting, and who has signified his consent to act as a Director, liable to retire by rotation, be and is hereby appointed as a Director of the Company, with immediate effect"

"RESOLVED FURTHER THAT to give effect to this resolution, any Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as deemed necessary, proper or expedient."

5. **Approval for the conversion of Company from Private Limited Company to Public Limited Company and to alter the amendment in the Memorandum of Association of the Company and subsequent adoption thereof.**

To Consider the amendment in the Memorandum of Association of the Company and its subsequent adoption thereof and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to approval of Registrar of Companies, for conversion of the Company from Private Limited Company to Public Limited Company, the consent of the members of the company be and is hereby accorded to delete the word **"PRIVATE"** from **KAEROS RESEARCH PRIVATE LIMITED** as given under Name Clause I of the Memorandum of Association as per Companies Act, 2013.

RESOLVED FURTHER THAT the existing Clause I of the Memorandum of Association of the Company be and is hereby substituted as follows:

- I. The Name of the Company is **KAEROS RESEARCH LIMITED**

RESOLVED FURTHER THAT the word "Private" wherever appearing in the Memorandum of Association of the Company be and is hereby deleted and clauses of the same are altered in line with Memorandum of the Public Company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to take all such steps and actions for the purposes of making all such

filings and registrations as may be required and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

6. **To Approve the amendment in the Articles of Association of the Company and subsequent adoption.**

To Consider the amendment in the Articles of Association of the Company and its subsequent adoption thereof and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to approval of Registrar of Companies, for conversion of the Company from Private Limited Company to Public Limited Company, the consent of the members of the company be and is hereby accorded, to replace/delete the existing articles contained in the Articles of Association of the company with the new set of Articles, a copy of which is placed before the members for the purpose of identification.

RESOLVED FURTHER THAT the following changes be and hereby incorporated in the Articles of Association of the Company;

I. By deleting the word “PRIVATE” from Article I (1)(a) and Article I (1)(3)

Post effecting above changes, the Article I will be read as

(1) In these regulations --

(a) “Company” means KAEROS RESEARCH LIMITED

(b) “the Act” means the Companies Act, 2013,.

(c) “the seal” means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

II. Deleting the Article 89 entirely-

' Private Company" means a company having a minimum paid-up share capital of one lakh rupees or such higher paid up share capital as may be prescribed, and which by its articles,-

(i) restricts the right to transfer its shares;

(ii) except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purpose of this clause, be treated as a single member:

Provided further that-

(A) persons who are in the employment of the company; and

(B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after that employment ceased, shall not be included in the number of members; and

(iii) prohibits any invitation to the public to subscribe for any securities of the company.

RESOLVED FURTHER THAT the word “Private” wherever appearing in the Articles of Association of the Company be and is hereby deleted and clauses of the same are altered in line with Articles of Association of the Public Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**By Order of the Board
For Kaeros Research Private Limited**

**Sd/-
(Sanjay Vats)
Director
DIN: 09537402**

Date: May 20, 2025
Registered Office:
UG-8,9 Plot No A2/3, Lusa Tower,
Naniwala Bagh Azadpur, Delhi-110033

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. Members, Proxies and authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
7. The information regarding the Directors who are proposed to be appointed, as required to be provided under Secretarial Standard on General Meetings issued, is annexed hereto. The Directors have furnished consent/ declaration for his appointment / re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
8. All relevant document referred to in the notice and accompanying statement shall be available for inspection at the registered office of the company between 11:00 A.M. to 2:00 P.M. on all working days up to the date of the meeting and will also be available for inspection at the meeting.

**By Order of the Board
For Kaeros Research Private Limited**

**Sd/-
(Sanjay Vats)
Director
DIN: 09537402**

Date: May 20, 2025

Registered Office:

UG-8,9 Plot No A2/3, Lusa Tower,
Naniwala Bagh Azadpur, Delhi-110033

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 : U73100DL2019PTC359563
 Name of the company : Kaeros Research Private Limited
 Registered office : UG 8, 9 Plot No. A 2/3, Lusa Tower, Naniwala Bagh, Azadpur, Delhi-110033
 Name of the Member(s) :
 Registered Address :
 Folio No. :
 Email ID: :

I/We, being the member (s) of shares of the abovenamed company, hereby appoint

1. Name:.....E-mail Id:.....
 Address:.....
 Signature:..... or failing him / her
2. Name:.....E-mail Id :.....
 Address:.....
 Signature:....., ...or failing him / her
3. Name:.....E-mail Id:.....
 Address :.....
 Signature:.....,or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Friday, **June 13, 2025** at 04:00 PM (IST) at the Registered Office of the Company UG 8, 9 Plot No. A 2/3, Lusa Tower, Naniwala Bagh Azadpur, Delhi-110033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu tion No.	Description of Resolutions	Assent	Dissent
ORDINARY BUSINESS			
1	To consider and adopt the Audited Financial Statements, Director's Report and Auditor's Report for the financial year ended on 31 st March, 2025.		
2	Re-appointment of Mr. Sanjay Vats (DIN: 09537402) as Director liable to retire by rotation.		
3	Appointment of M/s Devesh Parekh & Co as the Statutory Auditors of the Company for a term of five consecutive years.		
SPECIAL BUSINESS			
4	To appoint Mr. Rajesh Kumar Aggarwal (DIN: 00576872) as a Director of the Company.		
5	To approve the amendment in the Memorandum of Association of the Company and subsequent adoption		

	thereof.		
6	To approve the amendment in the Articles of Association of the Company and subsequent adoption thereof.		

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company at UG 8, 9 Plot No. A 2/3, Lusa Tower, Naniwala Bagh, Azadpur, Delhi - 110033, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 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 person or shareholder.
- **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.

10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

ATTENDANCE SLIP

6th Annual General Meeting, Friday, June 13, 2025 at 04:00 PM (IST)

Regd. Folio No./DP ID/Client ID/Ben. A/C _____

No. of shares held _____

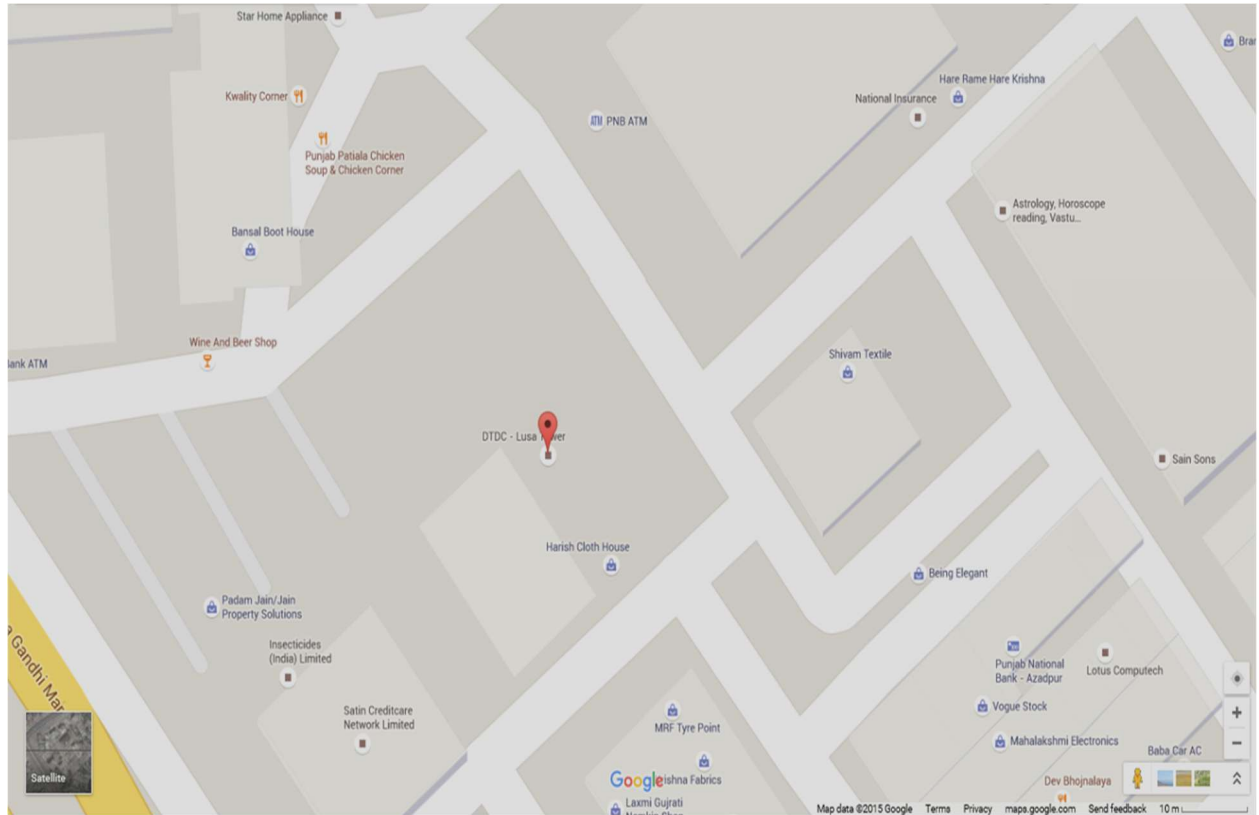
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 6th Annual General Meeting of the Company on Friday, June 13, 2025 at 04:00 PM (IST). at UG 8, 9 Plot No. A 2/3, Lusa Tower, Naniwala Bagh, Azadpur, Delhi- 110033.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the venue of meeting.

Route Map of the Company



**EXPLANATORY STATEMENT IN RESPECT TO THE SPECIAL BUSINESSES
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the special business mentioned in Notice dated May 20, 2025

Item 4

The Board of Directors of the Company, has appointed Shri Rajesh Kumar Aggarwal (DIN: 00576872) as an Additional Director of the Company, at its meeting held on April 21, 2025. Shri Rajesh Kumar Aggarwal, born on September 2, 1970 having an experience of over 31 years in agrochemical industry. Rajesh Kumar Aggarwal also contributes valuable insights to the company and the Agro-chemical industry. Today, he is also the Vice Chairman of CCFI (Crop Care Federation of India), the member of the Managing Committee of PMFAI (Pesticides Manufacturers & Formulators Association of India).

The Company has received a consent from him to act as a Director of the Company in form DIR 2 and also a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Shri Rajesh Kumar Aggarwal hold one equity share of the Company in the nominee capacity of Insecticides (India) Limited. Remuneration will be given to the director as may be decided by the Board Directors of the Company based on the merit and performance of the Director. A brief profile covering the details of his age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considers that on account of vast knowledge and experience of Shri Rajesh Kumar Aggarwal, his appointment will be in the interest of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Rajesh Kumar Aggarwal shall be appointed by the members in the Annual General Meeting of the company.

None of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of the Company recommends that the Resolution under head special business be passed in the interest of the Company.

Item Nos. 5 & 6 :

The Company was incorporated as a Private Limited Company vide certificate of incorporation dated December 31, 2019. Following the expansion phase and considering future prospects, the Board of Directors of the Company are of the view that the Company should be converted into Public Limited Company

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in the Articles of Association requires approval of the shareholders of the Company

Taking into consideration the conversion of company from “Private Limited” Company to “Public Limited” Company the board in its meeting dated May 20, 2025, resolved to amend the Memorandum of Association and Articles of Association of the Company thereby deleting the word “PRIVATE” wherever appearing from the name of the Company.

The copies of existing Memorandum of Association and the revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extraordinary General Meeting.

The board of directors of the Company recommends the resolution set out at Item No. 5 & 6 of the accompanying Notice for your approval as a special resolution.

None of the directors, key managerial personnel of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, interested in the said resolution, except to the extent of their shareholding in the Company.

**By Order of the Board
For Kaeros Research Private Limited**

**Sd/-
(Sanjay Vats)
Director
DIN: 09537402**

Date: May 20, 2025

Registered Office:

UG-8,9 Plot No A2/3, Lusa Tower,
Naniwala Bagh Azadpur, Delhi-110033

Additional Information on Director as required under Secretarial Standards 2 on General Meetings.

Name	Shri Rajesh Kumar Aggarwal
Age	54 Years
DIN	00576872
Designation / Category of Director	Director
Date of Birth	September 2, 1970
Date of First Appointment on the Board	April 21, 2025
Qualification	Graduate
Background, Expertise and Qualification	Shri Rajesh Kumar Aggarwal is a name to recon with in the crop protection & nutrition industry with over 31 years of experience. He has showcased remarkable growth under his stewardship. With a graduation in Commerce followed by a Diploma in Marketing, Shri Rajesh started his career in 1993. Vast experience in Agro Chemical Industry including Marketing, Manufacturing and Administration. He is the Managing Director of the Insecticides (India) Limited and has helped the Company to grow extensively over the period of time. He is playing vital role in formulation business strategies and effective implementation of the same
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	1 Share as a nominee holder of Insecticides (India) Limited
Term and Condition of Appointment / Re-appointment	Details mentioned in explanatory Statement
Details of remuneration last drawn during FY 2025 (including sitting fees, if any)	NA
Details of remuneration sought to be paid	As may be decided by the Board Directors of the Company based on the merit and performance of the Director
Number of Meeting of Board attended during the year (2024-2025)	NA
Relationship with other Directors / KMPs	None
Names of the Companies in which person holds Directorship (excluding foreign companies)	1. Insecticides (India) Limited- Managing Director 2. IIL Biologicals Limited 3. OAT & IIL India Laboratories Pvt Ltd 4. Crop Care Federation of India 5. Emroyal Shiksha Pvt. Ltd 6. Kaeros Research Private Limited- Additional Director w.e.f 21/04/2025
Membership / Chairmanship of committees of other Boards as on March 31, 2025	Insecticides (India) Limited- Corporate Social Responsibility and Sustainability Committee (Member) , Risk Management Committee (Member) and Finance Committee (Member).
Names of listed Companies in which person ceased to be a Director in past three years.	None