



Kalyani Forge Limited

GAT NO. 611/12,13,14 KOREGAON BHIMA,
TEHSIL SHIRUR DIST. PUNE - 412 216.
TEL. : +91-2137 252335, 252755, 252757 FAX : +91-2137 252344
www.kalyaniforge.co.in CIN : L28910MH1979PLC020959



June 27, 2024

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip Code: 513509

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Symbol: KALYANIFRG

Subject - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Postal Ballot Notice
Reference – Earlier Intimation filed on 26 June, 2024.

Dear Sir / Madam,

This is in pursuant to the earlier intimation made on June 26, 2024, where the end date of the E-Voting was mentioned as June 26, 2024 instead of July 26, 2024 inadvertently. We hereby make the fresh corporate announcement after rectifying the same.

Pursuant to the Regulation 30 of the Listing Regulations, we enclose a copy of Postal Ballot Notice dated June 26, 2024 ("**Notice**"), seeking the approval of the shareholders of the Company for the following, by way of remote electronic voting only ("**e-voting**"):

1. Appointment of Mr. Ajay Tandon (DIN: 00128667) as Independent Director on the Board of Kalyani Forge Limited.
2. Appointment of Mr. Jeevan Mahaldar (DIN: 00137467) as Independent Director on the Board of the Kalyani Forge Limited.

Notice of Postal Ballot dated Wednesday, June 26, 2024 ("**Notice**"), has been sent by the Company on Wednesday, July 26, 2024 only through electronic mode, to those shareholders whose e-mail addresses are registered with the Company/NSDL and Central Depository Services (India) Limited (collectively referred to as "**Depositories**") and whose names are recorded in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on Friday, June 21, 2024 ("**Cut-Off date**").

The Company has engaged the services of Linkintime India Private Limited ("**Linkintime**") to provide e-voting facility.

The remote e-voting period commences from 09.00 a.m. (IST) on Thursday, June 27, 2024 and ends at 05.00 p.m. (IST) on Friday, July 26, 2024. The e-voting module will be disabled by Linkintime thereafter. Electronic Voting Event Number (EVEN) of the Company is 240267. Only members whose names are recorded in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.

REGD. OFFICE: Shangrila Gardens, 1 st Floor, 'C' Wing Opp. Bund Garden, Pune: 411001.



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This Postal Ballot Notice will also be available on the Company's website at www.kalyaniforge.co.in and on the website of the Linkintime at <https://instavote.linkintime.co.in/>

This is for your information and records.

Thanking you,

Yours faithfully,

For **Kalyani Forge Limited**

Mrs. Rohini G. Kalyani
Executive Chairperson



KALYANI
KALYANI FORGE LIMITED

(CIN: L28910MH1979PLC020959)

Regd. Office: Shangrila Gardens, "C" Wing, 1st floor, Opposite

Bund Garden, Pune 411 001

E-mail : companysecretary@kforge.com,

Website : www.kalyaniforge.co.in

Notice of Postal Ballot

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the resolutions appended below towards:

1. Appointment of Mr. Ajay Tandon (DIN: 00128667) as Independent Director on the Board of Kalyani Forge Limited.
2. Appointment of Mr. Jeevan Mahaldar (DIN: 00137467) as Independent Director on the Board of the Kalyani Forge Limited.

are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process.

The explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts is annexed hereto for your consideration.

The e-voting period commences on **Thursday, June 27, 2024 (9:00 a.m. IST)** and ends on **Friday, July 26, 2024 (5:00 p.m. IST)**

The Board has appointed Mr. Nitin Prabhune (Membership No. FCS 6707) (CP No. 3800) Practicing Company Secretary, Pune, as the scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the

proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant (“DP”).

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The Scrutinizer will submit his/her report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before **Sunday, July 28, 2024** and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), and Link In Time (“Registrar and Share Transfer Agent” or “RTA”). The results will also be displayed at the Company's registered office and on its website at www.kalyaniforge.co.in.

RESOLUTIONS

- **Item no. 1 – Appointment of Mr. Ajay Tandon (DIN: 00128667) as Independent Director on the Board of Kalyani Forge Limited,**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to sections 149,152, Schedule IV and the other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactment thereof and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ajay Tandon (DIN: 00128667), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 27, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till April 26, 2029, and that he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT, any of the director(s) of the Company be and hereby severally authorized to comply with the provisions of the Companies Act, 2013 in relation to the appointment and file necessary form with the Registrar of Companies and to intimate the appointment to stock exchanges and to other authorities.”

- **Item no. 2 – Appointment of Mr. Jeevan Mahaldar (DIN: 00137467) as Independent Director on the Board of Kalyani Forge Limited.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to sections 149,152, Schedule IV and the other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactment thereof and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Jeevan Mahaldar (DIN: 00137467), who was appointed as

an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till May 30, 2029, and that he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT, any of the director(s) of the Company be and hereby severally authorized to comply with the provisions of the Companies Act, 2013 in relation to the appointment and file necessary form with the Registrar of Companies and to intimate the appointment to stock exchanges and to other authorities.”

By order of the Board of Directors

For **Kalyani Forge Limited**

Sd/-

Mrs. Rohini G. Kalyani
Executive Chairperson

Date: June 26, 2024

Place: Pune

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (**“the SEBI Listing Regulations”**).
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on June 21, 2024. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) or the email addresses registered with the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Shareholders may note that this notice is also available on the website of the Company (www.kalyaniforge.co.in) as well as on Link Intime's website <https://instavote.linkintime.co.in/>. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on June 21, 2024, will be considered for the purpose of voting/remote e-voting.
3. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
4. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on June 21, 2024 (**“Cut-Off Date”**). Only those shareholders whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. A person who is not a shareholder on the Cut-Off Date should treat this notice for information purpose only.
5. In compliance with the provisions of Section 108 and 110 of the Act read with the rules made thereunder, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to its Shareholders, holding equity shares in physical or dematerialized form, as on the Cut-Off Date, being June 21, 2024, to exercise their right to vote by electronic means on the businesses

specified in the accompanying Notice through the electronic voting service facility arranged by Link Intime. The instructions for remote e-voting are annexed to this Postal Ballot Notice.

6. A shareholder cannot exercise his vote by proxy on Postal Ballot.
7. The Scrutinizer will submit his report to the Chairperson or any other person authorized by him after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairperson of the Company or any other person authorized by him **on or before 1700 hours IST on Sunday 28, 2024** at the Registered Office of the Company. The result of the voting will also be displayed on the website of the Company (www.kalyaniforge.co.in), besides being communicated to the Stock Exchanges.
8. The resolution(s), if passed by the requisite majority shall be deemed to have been passed on July 26, 2024, i.e. the last date specified for receipt of remote e-voting.
9. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 4:00 p.m. IST on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.
10. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on June 21, 2024, only shall be entitled to avail the facility of remote e-voting.
11. Contact details of the person responsible to address the queries/grievances connected with the voting by electronic means are as under:-
 - i) Mr. Nitin Prabhune, Scrutinizer, Email: nitinprabhunecs@gmail.com

❖ Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL: METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e- voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nSDL.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL: METHOD 1 – From

Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.

- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non- Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”



- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.

- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non- Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e- mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk
Link Intime India Private Limited

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

➤ **Item no. 1 – Appointment of Mr. Ajay Tandon (DIN: 00128667) as Independent Director on the Board of Kalyani Forge Limited.**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, at its meeting held on April 27, 2024, appointed Ajay Tandon (DIN: 00128667) (“Ajay”) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from April 27, 2024, to April 26, 2029 subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014,
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs,

As per Regulations 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through an **Special resolution**.

In the opinion of the Board, Ajay fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Ajay background and experience are aligned to the role and capabilities identified by the Nomination And Remuneration Committee and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has Strong Academic Background of Engineering from IIT Madras, B. Tech. (Mechanical), Management from IIM Ahmedabad, PGDM.
- He has over 35 years of rich work experience including Executive and Non-Executive roles on the board of 19 companies during his career.
- He has been serving as advisor to Hamilton & Company and Certified Executive & Life Coach.

The resolution seeks the approval of members for the appointment of Ajay as an Independent Director of the Company from April 27, 2024 to April 26, 2029 pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

Additional information in respect of Ajay pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the (SS-2) is given at Annexure A to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Ajay as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Ajay, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

➤ **Item no. 2 – Appointment of Mr. Jeevan Mahaldar (DIN: 00137467) as Independent Director on the Board of Kalyani Forge Limited.**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on April 27, 2024, appointed Mr. Jeevan Mahaldar (DIN: 00137467) (“Jeevan”) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from May 30, 2024, to May 30, 2029 subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014,
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs,

As per Regulations 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through an **Special resolution**.

In the opinion of the Board, Jeevan fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Jeevan background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has Academic Background of Master of Business Administration from IMTC, Ghaziabad and Bachelor of Engineering in Mechanical from Thapar Institute of Technology, Patiala,
- He has over 26 years' experience in automotive industry, 5 years in Consumer Durable Industry and 2 years in Light Engineering Industry.
- He also holds board position in reputed corporates.

The resolution seeks the approval of members for the appointment of Jeevan as an Independent Director of the Company from May 30, 2024 to May 30, 2029 pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

Additional information in respect of Jeevan pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the (SS-2) is given at Annexure B to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Jeevan as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Jeevan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

By order of the Board of Directors

For **Kalyani Forge Limited**

Sd/-

Mrs. Rohini G. Kalyani

Executive Chairperson

Date: June 26, 2024

Place: Pune

Annexure-A

Details of Director seeking appointment through postal ballot by remote e-voting process

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings)

Name For Director	Mr. Ajay Tandon
DIN	00128667
Date of Birth	7 January, 1959
Age	65 years
Date of Appointment	27 April, 2024
Relationship with directors and Key Managerial Personnel	Mr. Ajay Tandon is not related inter-se to any Director and Key Managerial Personnel of the Company.
Expertise in specific functional area	Strategy, Sales, Project Implementation, Advisory and wide management experience.
Qualification(s)	Engineering from IIT Madras, B.Tech. (Mechanical) with Distinction, Management from IIM Ahmedabad, PGDM.
Terms and conditions of appointment	As per the item no. 1 of this Notice read with the explanatory statement thereto.
Remuneration last drawn as Director (including sitting fees)	It is proposed to appoint Ajay as Director for his first term on the Board and hence, these details are not applicable.
Number of meetings of the board attended during financial year 2024-25 (up to the date of Postal Ballot notice)	One
Board Membership in other Indian Listed Companies as on the date of this postal ballot notice	S & S POWER SWITCHGEAR LIMITED
Membership/Chairmanship of Committees in other Indian listed Companies as on the date of this postal ballot notice	None
Number of shares held in the company as on the date of this postal ballot notice.	Nil
Listed companies from which the director has resigned in the past three years.	None

Annexure-B

Details of Director seeking appointment through postal ballot by remote e-voting process

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name For Director	Mr. Jeevan Mahaldar
DIN	00137467
Date of Birth	31/12/1958
Age	65 years
Date of Appointment	30 May, 2024
Relationship with directors and Key Managerial Personnel	Mr. Jeevan Mahaldar is not related inter-se to any Director of the Company
Expertise in specific functional area	M&A, Corporate Strategy, Technology, Customer Relationship Management and wide management experience.
Qualification(s)	Master of Business Administration from IMTC, Ghaziabad and Bachelor of Engineering in Mechanical from Thapar Institute of Technology, Patiala.
Terms and conditions of appointment	As per the item no. 1 of this Notice read with the explanatory statement thereto.
Remuneration last drawn as Director (including sitting fees)	It is proposed to appoint Jeevan as Director for his first term on the Board and hence, these details are not applicable.
Number of meetings of the board attended during financial year 2024-25 (up to the date of Postal Ballot notice)	None
Board Membership in other Indian Listed Companies as on the date of this postal ballot notice	None
Membership/Chairmanship of Committees in other Indian listed Companies as on the date of this postal ballot notice	None
Number of shares held in the company as on the date of this postal ballot notice.	Nil
Listed companies from which the director has resigned in the past three years.	None

By order of the Board of Directors

For **Kalyani Forge Limited**

Sd/-

Mrs. Rohini G. Kalyani
Executive Chairperson

Date: June 26, 2024

Place: Pune