

Registered Office & Works :



KPT Industries Limited

Gat No. 320, Mouje Agar, A/P & Taluka Shirol, 416-103
Dist . Kolhapur , Maharashtra (India)
Tel. : 00-91-231-2689900
Tel. : 00-91-231-2689946
E-mail : kpt.ho@kpt.co.in
www.kpt.co.in

CIN : L29130MH1976PLC019147

KPT/SECR/STKEXG/23-24

www.listing.bseindia.com

22nd August, 2023

BSE Limited

Corporate Relationship Department
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street.

MUMBAI 400 001

Dear Sir,

Sub: - Intimation of Notice of 47th Annual General Meeting of the Company.

In compliance with the Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of the Company's 47th Annual General Meeting scheduled to be held on Saturday, the 16th September, 2023 at 11.30 A.M. at the Registered Office of the Company at Gat no. 320, Mouje Agar, Tal. Shirol, Dist. Kolhapur- 416103, Maharashtra.

This is for your information and record please.

Thanking you,

Yours faithfully,
For KPT Industries Ltd.,

Aishwarya Toraskar

COMPANY SECRETARY & COMPLIANCE OFFICER



INTERNATIONAL BUSINESS DIVISION :- Shirol, Dist . Kolhapur – 416103. (India) Tel.: 00-91-231-268900

Fax : 00-91-231-2689946, E_mail : export.kpt@kpt.co.in

CIN – L29130MH1976PLC019147

KPT Industries LTD.

Regd. Office-Gat. No. 320, Mouje Agar, A/P & Taluka Shirol - 416 103, Dist. Kolhapur

NOTICE

NOTICE is hereby given that the Forty-Seventh Annual General Meeting of the Members of **KPT Industries Ltd.**, will be held on Saturday, the 16th day of September, 2023, at 11.30 a.m., at the Registered Office of the Company, situated at Gat No. 320, Mouje Agar, A/P & Tal. Shirol-416 103, Dist. Kolhapur, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2023 and the Board's & Auditor's Reports, thereon.
2. To declare dividend for the financial year ended 31st March, 2023.
3. To appoint a Director in place of **Mr. Prakash Kulkarni, Director (DIN: 00052342)**, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of **Dr. Ketan Pai (DIN: 06980628)**, who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

5. **To continue the payment of remuneration to be paid to Mr. Prakash Kulkarni (DIN: 00052342) Executive Chairman, from 1st April, 2024 to 31st March, 2026, as per Section 197, read with Section II of Part II of Schedule V of the Companies Act, 2013.**

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

“RESOLVED THAT, subject to the provisions of Sections 197, 198, Schedule V read with the Companies (Appointment and Remuneration) Rules, 2014 and as recommended by the Nomination & Remuneration Committee and approved by the Board, the Company hereby accords its approval for the continuation of current remuneration payable to Mr. Prakash Kulkarni (DIN: 00052342) Executive Chairman, of Rs. 84.00 lakhs, per annum, with a maximum ceiling as per Section II of Part II of Schedule V of the Companies Act, 2013, in case of inadequacy of profits.”

“RESOLVED FURTHER THAT, on the basis of further recommendation by the Nomination & Remuneration Committee and approved by the Board, the Company also approves the continuation of remuneration of Rs. 84.00 lakhs per annum plus commission with a proposed 6% ceiling, as per Section 197 of the Companies Act, 2013, in case of profits, for a further period of 2 years, i.e. from 1st April, 2024 to 31st March, 2026.”

“RESOLVED FURTHER THAT, the draft supplementary agreement to be entered into with Mr. Prakash Kulkarni (DIN: 00052342) Executive Chairman, containing terms and conditions, including remuneration, as placed before this meeting, be and is hereby specifically approved / sanctioned, with a liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement in such manner, as may, from time to time, be required or to be in consonance with any revised terms and conditions, as may be prescribed, under the provisions of Section 196 and 197 or Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto, as may be agreed to, between the Board of Directors and Mr. Prakash Kulkarni (DIN : 00052342) Executive Chairman.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take such steps, as may be necessary, or desirable to give effect to this resolution.”

By Order of the Board of Directors

Dilip Kulkarni
Managing Director
DIN: 00184727

Place: Shirol
Date : August 8, 2023

NOTES:

- 1] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2] The Register of Members and the Share Transfer Books of the Company will remain closed from 9th September, 2023 to 16th September, 2023 (both days inclusive).
- 3] The Company has transferred the unclaimed dividends declared upto the financial year 2015 to the Investor Education and Protection Fund of the Central Government. All Members who have either not received or have not encashed dividends for the financial years 2019 to 2022 are requested to write to the Company's Share Department at the aforesaid address for issuance of duplicate dividend warrant(s), mentioning the relevant Folio No.(s) or Client ID No.
- 4] Members / Proxies are requested to bring their copies of the Annual Reports, as the practice of distributing copies at the time of meeting, has been discontinued.
- 5] Members intending to require information about accounts to be explained in the Annual General Meeting are requested to inform the Company at least seven days in advance of the meeting.
- 6] Members are requested to notify the Company immediately in case of change in their address.
- 7] The Securities and Exchange Board of India has directed compulsory trading of Company's scrip in dematerialized form by all investors. The Equity Shares of the Company are available for Dematerialisation with National Securities Depository Limited and Central Depository Services (India) Limited.
- 8] The Company has appointed M/s.Link Intime India Pvt. Ltd., to act as Registrar and Share Transfer Agents of the Company. The members are requested to send all share transfers and other correspondence to M/s.Link Intime India Pvt. Ltd., at the following address:

M/s.Link Intime India Pvt.Ltd.,
Unit: KPT Industries Limited
Block No.2, Akshay Complex,
Near Ganesh Temple, Dhole-Patil Road,
Pune – 411 001
- 9] The Board of Directors has appointed Mr. V. Sreedharan (FCS 2347 CP No. 833), in his absence, Mr. Pradeep B. Kulkarni (FCS 7260 CP No. 7835) or Ms. Devika Sathyanarayana (FCS 11323 CP No. 17024), Partners of V. Sreedharan & Associates, Company Secretaries, Bengaluru, as the scrutinizer for conducting scrutiny of voting process at the Annual General Meeting of the Company in a fair and transparent manner.

10] THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Wednesday, the 13th September, 2023, at 9.00 a.m. (IST) and ends on Friday, the 15th September, 2023 at 5.00 p.m.(IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 09-09-2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
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
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form, should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for KPT Industries Ltd.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. aishwarya.toraskar@kpt.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat Shareholders -, Please update your email id & mobile No. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No. 1800 22 55 33.

By Order of the Board of Directors

Dilip Kulkarni
Managing Director
DIN: 00184727

Place: Shirol

Date: August 8, 2023

EXPLANATORY STATEMENT UNDER SECTION 102 (1) AND SECTION 110 OF THE COMPANIES ACT, 2013**ITEM NO.5**

Mr. Prakash Kulkarni (DIN.00052342), was reappointed as Executive Chairman, in the Board Meeting held on 30th June, 2021, which was subsequently approved by the Members in the 45th AGM held on 27th September, 2021, for a period of 5 years from 1st April, 2021 to 31st March, 2026. This reappointment was with the same current remuneration of Rs.84.00 lakhs per annum, for a period of 3 years from 1st April, 2021 to 31st March, 2024, as per Section II of Part II of Schedule V of the Companies Act, 2013, subject to review at the end of 3 years and approval of the Shareholders in the ensuing Annual General Meeting of the Company.

Since, the remuneration paid as per Sections 196 and 197 read with Section II of Part II of Schedule V of the Companies Act, 2013, was approved for a period of 3 years i.e. 01-04-2021 to 31-03-2024, it is necessary that, we seek Members approval for the continuation of current remuneration payable to Mr. Prakash Kulkarni (DIN: 00052342) Executive Chairman, of Rs. 84.00 lakhs, per annum, with a maximum ceiling as per Section II of Part II of Schedule V of the Companies Act, 2013, in case of inadequacy of profits and also for the continuation of remuneration of Rs. 84.00 lakhs per annum plus commission with a proposed 6% ceiling, as per Section 197 of the Companies Act, 2013, in case of profits, for a further period of 2 years, i.e., from 1st April, 2024 to 31st March, 2026.

Details as per as per (iv) of Section II Part II of Schedule V:

I. General information:

- (1) Nature of industry: Engineering i.e. manufacturing of electric power tools, industrial blowers, control motors and battery operated electric vehicles (e-carts).
- (2) Date or expected date of commencement of commercial production: 30-07-1976
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Foreign investments or collaborations, if any.: Not Applicable

II. Information about the appointee:

- (1) Background details: Licentiate in Textile Manufacturing with rich experience of 59 years in the industry.
- (2) Past remuneration: Rs. 84,00,000/- P.A. (Rupees Eighty Four Lakhs Only).
- (3) Recognition or awards: Not Applicable.
- (4) Job profile and his suitability: Licentiate in Textile Manufacturing from VJTI, Mumbai. He is having rich experience of 57 years in the industry, as a Managing Director for last 27 years and as an Executive Chairman of the Company for last 3 years. He is the founder and promoter of the Company.
- (5) Remuneration proposed: Rs. 84,00,000/- P.A. (Rupees Eighty four Lakhs Only).
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : Remuneration is paid as per Section II of Part II of Schedule V of the Companies Act, 2013
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: Mr. Prakash Kulkarni (DIN: 00052342) is a Promoter Director of the Company and husband of Mrs. Prabha Kulkarni (DIN: 00053598), Non-Executive, Non-Independent, Woman Director of the Company.

III. Other information:

Steps taken or proposed to be taken for improvement: Company is in a constant process to increase top-line and control total overheads, for improvement.

Mr. Prakash Kulkarni (DIN:00052342), is Licentiate in Textile Manufacturing from VJTI, Mumbai. He is having rich experience of 57 years in the industry, as a Managing Director for last 44 years and as an Executive Chairman of the Company for last 3 years. He is the founder and promoter of the Company.

Mr. Prakash Kulkarni (DIN:00052342), is responsible for the overall management of the Company under the supervision, control and direction of the Board of Directors. He is devoting his full time, attention and ability to the business and affairs of the Company. He is faithfully serving the Company and using his utmost endeavors to promote the interest of the Company.

In view of the above and considering the contributions and responsibilities of Mr. Prakash Kulkarni, (DIN:00052342), as a promoter for overall management, since inception of the Company, his full time devotion by using his utmost endeavor, the Board of Directors recommended approval of the members of the Company for reappointment of Mr. Prakash Kulkarni, (DIN:00052342), as Executive Chairman, for a further period of 5 years with the same remuneration of 84.00 lacs per annum with all other perquisites and commission on profits with a ceiling of 6% on the profit of the Company, for a period of 3 years w.e.f. 1st April, 2021.

The Salary and the perquisites of Mr. Prakash Kulkarni (DIN:00052342), are set out in the draft agreement referred to in the resolution at item No.5 of the Notice i.e. Rs. 7,00,000/- per month, but, as a basic salary with all other perquisites and commission on profits with a ceiling of 6% on the profit of the Company and are subject to the approval of the Shareholders of the Company under the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, for a period of 2 years, w.e.f 1st April, 2024. The material terms of appointment of Mr. Prakash Kulkarni as an Executive Chairman, as set out in a draft agreement, are as follows:

- I. Salary : Rs. 7,00,000/- per month.
- II. Perquisites, Benefits and Allowances
 - i) In addition to the salary and commission payable, if any, (in case of profits), the Executive Chairman shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent and maintenance allowances, in lieu thereof; together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries; medical reimbursement, club fees and leave travel concession / allowance for himself and his family, medical / accident insurance and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board and the Executive Chairman, such perquisites and allowances will be subject to such overall ceiling as may be fixed by the Board from time to time.
 - ii) Company maintained car with driver for official and personal use.
 - iii) Telecommunication facilities at residence.
 - iv) Leave and encashment of un-availed leave as per the Rules of the Company.
 - v) Company's contribution to Provident Fund.
 - vi) Gratuity: As per the rules of the Company.
 - vii) Commission will be as per the provisions of Sections 196 and 197 and Section II of Part II of Schedule V of Companies Act, 2013. However, the remuneration as above plus the commission will have a ceiling of 6% of the profit of the Company.

There is no change in the per month salary, however, making it as a basic salary, shall have an impact on the indirect benefit amounting to Rs.1,44,231/-per annum.

In the event of any loss or inadequacy of profit in any financial year, subject to Section II of Part II of Schedule V of Companies Act, 2013, or any modifications thereof, the Executive Chairman shall be paid the above remuneration by way of salary and perquisites as specified above as the minimum remuneration.

This may be treated as the abstract of the terms of appointment of Mr. Prakash Kulkarni (DIN:00052342), under the provisions of Sections 196 and 197 read with Schedule V and his remuneration as per Section II

of Part II of Schedule V of the Companies Act, 2013. The Copy of the agreement as mentioned hereinabove is available at the registered office of the Company during the business hours for inspection of members pursuant to Sec. 190 of the Companies Act, 2013.

Other Details as per the SEBI (LODR) Regulations, 2015 (Reg. 36(3))

Sl. No.	Particulars	Details of Mr. Prakash Kulkarni
1	Date of Birth	16-07-1942
2	Age	81 years
3	No. of meetings of the Board attended during the last one year	5 (Four)
4	Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI LODR Regulations	Not Applicable
5	A Brief Resume of the Director	Provided herein above
6	Nature of expertise in specific functional areas;	He is Licentiate in Textile Manufacturing, having rich experience of 59 years in the industry.
7	Disclosure of relationships between Directors inter-se;	Husband of Mrs. Prabha Kulkarni –Non-executive Non-Independent Woman Director. Maternal Uncle of Dr. Ketan Pai – Non-executive Non-Independent Director.
8	Names of the entities in which Mr. Prakash Kulkarni (DIN No.00052342) also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years	Suvina Engineers Pvt. Ltd., SKIL Founders Pvt. Ltd.,
9	Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]	Not Applicable
10	In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Not Applicable

The Board of Directors recommends the Special Resolution set out at Item No.5 of the accompanying Notice for the approval of the Members.

Mr. Prakash Kulkarni (DIN:00052342), is concerned or interested in Special Resolution under Item No.5 of the accompanying Notice. Mrs. Prabha Kulkarni (DIN: 00053598), Director and wife of Mr. Prakash Kulkarni (DIN:00052342), and Dr. Ketan Pai, Director (DIN:06980628) and nephew of Mr. Prakash Kulkarni (DIN:00052342), shall be deemed to be concerned or interested in the Special Resolution.

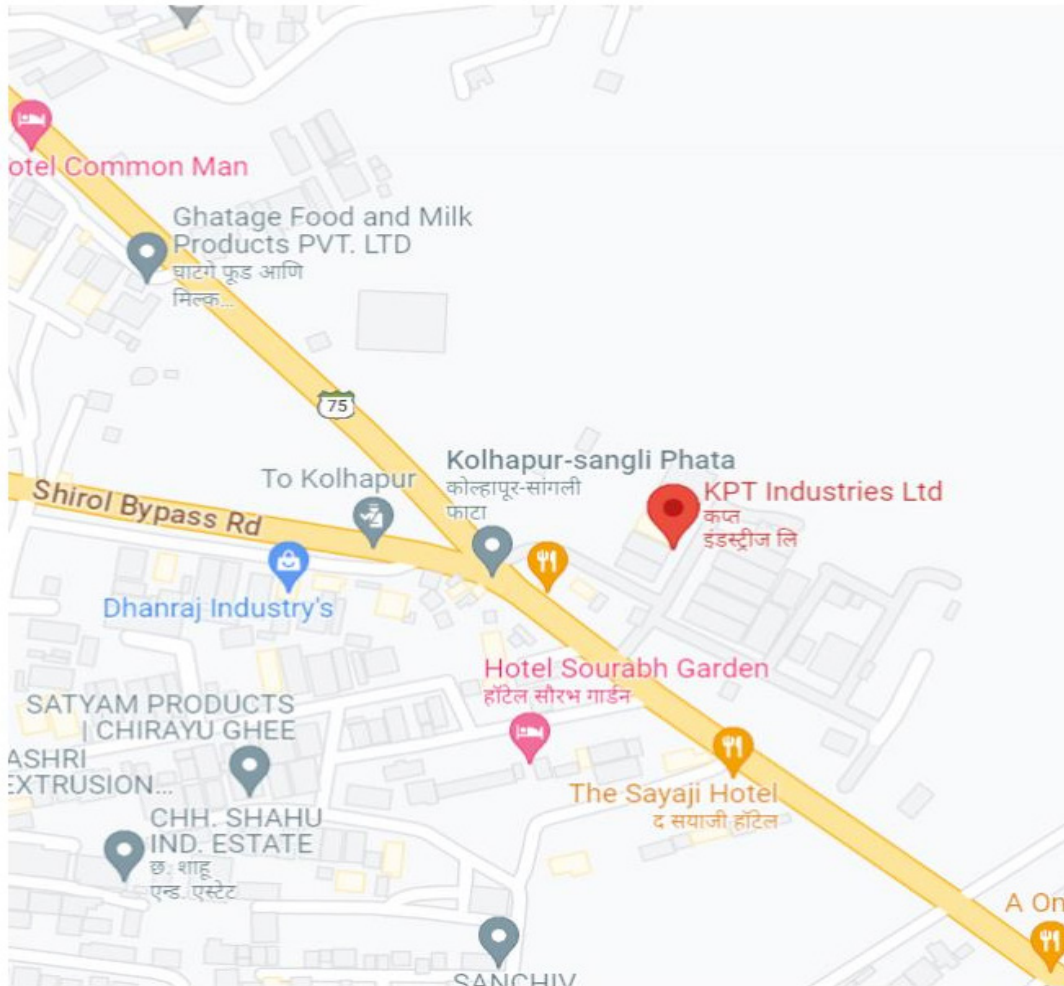
Save as aforesaid, hence the other directors or KMP of the Company or their relatives are in anyway, not concerned or interested in the Special Resolution set out at Item No.5 of the Notice.

By Order of the Board of Directors

Place: Shirol
Date: August 8, 2023

Dilip Kulkarni
Managing Director
DIN: 00184727

Route Map to the Venue of 47th Annual General Meeting of the Shareholders of the KPT Industries Limited scheduled at Gat No. 320, Mouje Agar, At Post. & Tal. Shirol, 416 103, Dist. Kolhapur, Maharashtra India.



KPT Industries LTD.

Regd. Office : Gat No.320, Mouje Agar,
A/P & Taluka: Shirol -416 103, Dist.Kolhapur, Maharashtra
CIN :L29130MH1976PLC019147



PROXY FORM

[Pursuant to Section 105(6) of the Companies, Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules. 2014]

Name of the Member(s) :
Registered Address :
E-mail ID :
Folio No. / Client ID & DP ID* :

* Applicable to Shareholders holding shares in electronic form.

I/We, being the member(s) of _____ Shares of the above named Company, hereby appoint

1. _____ of _____ having email id _____ Signature _____ or failing him
2. _____ of _____ having email id _____ Signature _____ or failing him
3. _____ of _____ having email id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty-seventh Annual General Meeting of the Members of KPT Industries Ltd., to be held on -----, the ----th September, 2023, at 11.30 a.m., at the Registered Office of the Company at Gat no. 320, Mouje Agar, At Post & Tal. Shirol-416 103, Dist. Kolhapur and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particular of Resolution(s)	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2023 and the Board's & Auditor's Reports, thereon.		
2.	To declare dividend for the financial year ended 31st March, 2023.		
3.	To appoint a Director in place of Mr.Prakash Kulkarni, Director (DIN: 00052342) , who retires by rotation and, being eligible, seeks re-appointment.		
4.	To appoint a Director in place of Dr. Ketan Pai (DIN: 06980628) , who retires by rotation and, being eligible, seeks re-appointment.		
5.	To continue the payment of remuneration to be paid to Mr. Prakash Kulkarni (DIN: 00052342) Executive Chairman, from 1st April, 2024 to 31st March, 2026, as per Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013.		

Signed this _____ day of _____, 2023.

Signature of Shareholder: _____

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, not less than 48 hours before the commencement of the ensuing Annual General Meeting.

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