



# KCD<sup>TM</sup>

(ISO 9001 : 2015)

06<sup>th</sup> January 2023

To,  
**Listing Compliances**  
BSE Ltd,  
P. J. Towers,  
Fort,  
Mumbai – 400 001.

**Scrip Code** : 540696  
**Scrip Id** : KCDGROUP

Dear Sir/ Madam,

**Ref: Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.**

**Sub: Submission of Postal Ballot Notice dated 04<sup>th</sup> January 2023.**

We forward herewith the Notice of Postal Ballot along with the Explanatory Statement sent to the members of the Company for seeking their consent for the Special Businesses as set out in the Notice.

Public notice of the same shall be published in the due course of time.

Further, the e-voting will commence from Sunday, 08<sup>th</sup> January 2023 (from 9.00 am) and concludes on Monday, 06<sup>th</sup> February 2023 (till 5.00 pm).

Kindly take above documents on your record and oblige.

Thanking you,

**For KCD Industries India Limited**

SAGAR  
SADANAND  
SHETTY

Digitally signed by  
SAGAR SADANAND  
SHETTY  
Date: 2023.01.06  
17:46:17 +05'30'

**Sagar Shetty**  
**Director**  
**DIN: 09213119**

Encl: As Above

## KCD INDUSTRIES INDIA LIMITED

### Corporate Division

501, Ruby Crescent Business Boulevard,  
Ashok Chakravati Road, Above Axis Bank,  
Kandivali (East), Mumbai - 400 101.  
Tel. : +91 91373 22030  
Email : [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)  
CIN: L70100MH1985PLC301881



[www.kcdindustries.com](http://www.kcdindustries.com)

**KCD Industries India Limited**

CIN: L70100MH1985PLC301881

**Reg. Office:** 501, 5<sup>th</sup> Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road,  
Kandivali (East), Mumbai – 400 101.

**Tel:** 9137322030 **Email id:** compliance@kcdindustries.com **Website:** www.kcdindustries.com

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**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013)

**NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), Clause 16 of Secretarial Standard – 2 (“SS – 2”) including any statutory modification or re-enactment thereof for the time being in force, that KCD Industries India Limited (hereinafter referred to as the “Company”) is seeking the approval of the members by way of Ordinary Resolution/Special Resolution, for the matters as considered in the resolutions appended below, through postal ballot / e-voting.

The Ministry of Corporate Affairs, Government of India (“MCA”) in terms of the General Circular No.14/2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December 2021 (the “MCA Circulars”), have advised the companies to take all decisions of urgent nature requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Further, the company will send Postal Ballot Notice by e-mail to its members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants. The company will send Postal Ballot Notice through post to its members who does not have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants.

Members are requested to carefully read the instruction printed on the Postal Ballot Form and return the same duly completed, recording your assent or dissent, in the enclosed self-addressed Business Reply Envelope not later than 17.00 hours on Monday, 06<sup>th</sup> February 2023. Postage will be borne and paid by the Company. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the date mentioned above, it will be considered that no reply has been received from the members.

The Board of Directors in their meeting held on 04<sup>th</sup> January 2023 has appointed M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948 and PRC: 2146/2022), as the Scrutinizer for conducting the

postal ballot voting process in a fair and transparent manner. The Company has availed e-voting services from National Securities Depository Limited (NSDL).

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes to opt for e-voting as per the facility arranged by the company. This Postal Ballot is accordingly being initiated in compliance with the above-mentioned MCA Circulars.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning item and the reasons thereof, is also appended. The said resolutions and explanatory statement thereon are being sent to you for your consideration pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his report to the Chairman of the Company or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e. on or before Wednesday, 08<sup>th</sup> January 2023. The postal ballot results will be displayed at the website of the Company and intimated/communicated to BSE Limited where the equity shares of the Company are listed.

The resolutions, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for voting, i.e. Monday, 06<sup>th</sup> February 2023. The members are requested to consider and, if thought at, pass the following resolution(s):

**SPECIAL BUSINESSES:**

**1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modifications, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (to the extent applicable and including any amendments thereto or re-enactment thereof for the time being in force), subject to such approvals, permissions and sanctions, if any, as may be necessary from any concerned authorities, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the present Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) consisting of 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores only) consisting of 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each, by creation of additional 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each, ranking pari-passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the memorandum of association of the Company be and is hereby altered by substituting in its place, the following as the new Clause V:

*“V. The authorised share capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) consisting of 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

## **2. APPROVAL OF SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modifications, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Article 42 of the Articles of Association of the Company and subject to other applicable approval (s), sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the members of the Company be and is hereby accorded for Sub-division/split of each existing Equity Shares of the Company having face value of Rs. 5/- (Rupees Five only) each into 5 (Five) equity shares having face value of Re. 1/- (Rupee One only) each which shall rank pari-passu in all respects with the existing equity shares with effect from the record date and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following new Clause V:

*“V. The authorised share capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) consisting of 12,00,00,000 (Twelve Crores) Equity Shares of Re. 1/- (Rupee One only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.”*

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity share of the Company of face value of Rs. 5/- (Rupees Five only) each in the issued, subscribed, and paid-up equity share capital shall stand sub-divided into 5 (Five) equity shares having face value of Re. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** upon sub-division of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s) in relation to the issued equity shares of the face value of Rs. 5/- (Rupees Five only) each shall be deemed to have been automatically cancelled and shall be of no effect and that the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf] may, without requiring surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of subdivided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares to the number, exercise price etc., to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities to settle all questions, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval from the members."

**3. REGULARIZATION OF MR. ARUN KUTTAN (DIN: 09844434) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modifications, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of directors of the Company (‘Board’), Mr. Arun Kuttan (DIN: 09844434), who was appointed by the Board of Directors as an Additional Non-executive Non-independent Director w.e.f. 04<sup>th</sup> January 2023 and who has given his consent pursuant to the provisions of Section 152 (5) of the Act, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

**For and on behalf of the Board of Directors  
For KCD Industries India limited**

**Sd/-**

**Rajiv Darji**

**Managing Director**

**DIN: 02088219**

**Date: 04<sup>th</sup> January 2023**

**Place: Mumbai**

**Registered Office:**

501, 5<sup>th</sup> Floor, Ruby Crescent Business Boulevard,

Ashok Chakravati Road, Kandivali (East),

Mumbai – 400 101.

**Tel No.:** 91373 22030

**E-mail:** [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)

**Website:** [www.kcdindustries.com](http://www.kcdindustries.com)

## NOTES:

1. **AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 THE ACT SETTING OUT THE MATERIAL FACTS PERTAINING TO THE RESOLUTIONS ARE ANNEXED HERETO ALONG WITH POSTAL BALLOT NOTICE (“NOTICE”) FOR YOUR CONSIDERATION.**
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (including remote e-voting) for the above-mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly.
3. If the resolution is approved by the Members through Postal Ballot including remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The Resolution(s) shall be deemed to have been passed on the date of end of remote e-voting facility, i.e. Monday, 06<sup>th</sup> February 2023.
4. Notice of the Postal Ballot indicating the process and manner of e–voting along with Postal Ballot Form is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 30<sup>th</sup> December 2022 (Record Date). The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”).
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and in accordance with the MCA Circulars, the Company has engaged NSDL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for e-voting are annexed to this Notice.
7. The e-voting period shall commence on Sunday, 08<sup>th</sup> January 2023 from 9.00 a.m. (IST) and shall end on Monday, 06<sup>th</sup> February 2023 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, 30<sup>th</sup> December 2022.
9. The Board of Directors of the Company has appointed M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948 and PRC: 2146/2022), as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
11. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
12. To support the “Green initiative” members who have not registered their e-mail address and contact number so far are requested to register the same by sending details to the company’s RTA or Depository Participants, for any future communication by the Company via e-mail or SMS.
13. Members are requested to carefully read “THE INSTRUCTIONS FOR MEMBERS TO CAST VOTE THROUGH REMOTE E-VOTING” as given below.

**THE INSTRUCTIONS FOR MEMBERS TO CAST VOTE THROUGH REMOTE E-VOTING ARE AS UNDER:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online</b> ”

	<p>for <b>IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be</p>



	provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@csjmco.com](mailto:info@csjmco.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 01:**

Considering the overall business growth, future expansion and the operational needs, the Company needs to raise funds for its operations by various means. While the Company considers various options for fund raising, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and rules made there under.

It is therefore deemed appropriate to increase the existing authorized share capital of the Company, from Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) consisting of 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores only) consisting of 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each, by creation of additional 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The aforesaid increase in Authorised Share Capital and subsequent alteration of clause V of Memorandum of Association will require approval of the Members through Ordinary Resolution. The draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during working hours on all working days except on Saturday(s), Sunday(s), and Public Holidays from the date of dispatch of the Notice till the last date for voting.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 1 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

**Item No. 02:**

**Background:**

The existing Authorised Share Capital of the Company is Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) consisting of 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only). The Board of Directors via Item No. 01 of this Postal Ballot Notice proposes Increase in Authorised Share Capital to Rs. 12,00,00,000/- (Rupees Twelve Crores only) consisting of 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each by creation of additional 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares.

The Existing Paid-up Share Capital of the Company is Rs. 1,00,00,000 (Rupees One Crore only) consisting of 20,00,000 (Twenty Lakhs only) equity shares of Rs.5/- (Rupees Five only) each.

**Proposal:**

The Board of Directors in their meeting held on Wednesday, 04<sup>th</sup> January 2023 had approved and recommended Sub-division/Split of equity shares of the Company from denomination of Rs. 5/- (Rupees five only) each into the denomination of Re. 1/- each (Rupee One only) each, subject to approval of members of the Company. The equity shares of your Company are listed and actively traded on the BSE Limited.

**Advantage of Sub-division/Split:**

- Improvement in the liquidity of script of the Company
- More participation the small/retail investors
- affordable to the public at large
- Intact market capitalisation

As per the terms of Section 13 and 61 of the Companies Act, 2013, The proposed sub-division/split of existing equity share capital of the Company will necessitate alteration in the Clause V viz. the capital clause of the Memorandum of Association of the Company. Hence, composite resolution for sub-division/split of equity shares and consequent alteration of Capital Clause V of the Memorandum of Association is being placed before the members of the Company for their consideration and approval.

The draft copy of the Memorandum of Association and Articles of Association will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. to 4.00 p.m.) during the period of remote e-voting under postal ballot.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 2 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

**Item No. 03:**

The Board of Directors of the Company (“Board”), upon recommendation of the Nomination and Remuneration Committee of the Board, at its Meeting held on 04<sup>th</sup> January 2023 has appointed Mr. Arun Kuttan (DIN: 09844434) as an Additional Non-executive Non-independent Director of the Company.

Mr. Arun Kuttan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has, inter alia received:

1. Consent in writing to act as Director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
2. Intimation in Form DIR – 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013.

The Board considers that the association of Mr. Arun Kuttan would be of immense benefit to the Company, and it is desirable to avail his guidance as a Non-executive Non-independent Director. Brief resume of Mr. Arun Kuttan is forming part of this Notice.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 3 for your approval.

Except Mr. Arun Kuttan, None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

**For and on behalf of the Board of Directors  
For KCD Industries India limited**

**Sd/-**

**Rajiv Darji  
Managing Director  
DIN: 02088219**

**Date: 04<sup>th</sup> January 2023**

**Place: Mumbai**

**Registered Office:**

501, 5<sup>th</sup> Floor, Ruby Crescent Business Boulevard,  
Ashok Chakravati Road, Kandivali (East),  
Mumbai – 400 101.

**Tel No.:** 91373 22030

**E-mail:** [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)

**Website:** [www.kcdindustries.com](http://www.kcdindustries.com)

## ANNEXURE TO THE NOTICE

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard - 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	Mr. Arun Kuttan
DIN	09844434
Date of Birth	28 <sup>th</sup> November 1971
Age (in Years)	52 years
Qualification	Graduate
Experience and Expertise in specific functional area	Finance Management
Terms and conditions of Appointment or re-appointment along with details of remuneration sought to be paid	N.A.
Remuneration last drawn by such person, if applicable	N.A.
Remuneration sought to be paid	None
Date of first appointment on the Board	04 <sup>th</sup> January 2023
Membership/Chairmanship of Committees of the Board of the Company	None
Other Directorships and Membership / Chairmanship of Committees of other Boards	None
No. of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Meetings of the Board of Directors attended during the period of his appointment till date	None



**KCD Industries India Limited**

CIN: L70100MH1985PLC301881

**Reg. Office:** 501, 5<sup>th</sup> Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road,  
Kandivali (East), Mumbai – 400 101.

**Tel:** 9137322030 **Email id:** compliance@kcdindustries.com **Website:** www.kcdindustries.com

**POSTAL BALLOT FORM**

[Please read the instructions carefully before completing the form in Block Letters]

**Ballot No.** \_\_\_\_\_

Name(s) of Shareholder (s), : \_\_\_\_\_

Name(s) of the Joint-Holder(s), if any : \_\_\_\_\_

Registered address of Shareholder : \_\_\_\_\_  
\_\_\_\_\_

Registered Folio No./DP ID No./Client ID No. : \_\_\_\_\_

No. of shares held : \_\_\_\_\_

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated **04<sup>th</sup> January 2023** of **KCD Industries India Limited** (the “Company”) by convening/sending my/our assent or dissent to the said resolutions by placing a tick (✓) mark in the appropriate column below:

<b>Item No.</b>	<b>Description</b>	<b>No. of Shares</b>	<b>I/We assent to the Resolution (FOR)</b>	<b>I/We dissent to the Resolution (AGAINST)</b>
1.	Increase in the authorised share capital and consequent alteration in capital clause of the Memorandum of Association (MoA) of the Company.			
2.	Approval of sub-division/ split of Equity Shares of the Company.			
3.	Appointment of Mr. Arun Kuttan (DIN: 09844434) as a Non-executive Non-independent Director of the Company.			

**Place:**

**Date:**

\_\_\_\_\_  
**Signature of the Shareholder**

**Note:** Please read the instructions printed overleaf carefully before exercising your vote.

For e-voting, please refer the instructions under “E-Voting Facility” in the Postal Ballot Notice attached herewith.

## **INSTRUCTIONS:**

The notice is being sent to the members by the prescribed mode under the Rules (electronically by email to those members who have registered their email ids with the Company) and also by post to those members who does not have registered their email ids with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, 30<sup>th</sup> December 2022.

Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website: [www.kcdindustries.com](http://www.kcdindustries.com).

A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company at its registered office situated at 501, 5<sup>th</sup> Floor, Ruby Crescent Business Boulevard, Ashok Chakravati Road, Kandivali (East), Mumbai – 400 101 in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)

The Board of Directors of the Company appointed M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948 and PRC: 2146/2022), as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process. The self-addressed Business Reply Envelope bears the Name of the Scrutinizer.

This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.

Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.

Postal Ballots cannot be exercised by Proxies.

Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e., 5:00 P.M on Monday, 06<sup>th</sup> January 2023. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

Members who are holding shares in electronic form are requested to notify any correction/ change in their name / address / e-mail id immediately to the Depository Participants. In the event of non-availability of Member's latest address either in Company's records or in Depository Participant's records (National Securities Depository Limited / Central Depository Services (India) Limited to the Company).

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on Friday, 30<sup>th</sup> December 2022.

In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.

The Scrutinizer's decision on the validity of the postal ballot shall be final.