



Regd. Office:

**KPT Industries Ltd.**

Gat No. 320, Mouje Agar,

A/P & Taluka: Shirol - 416 103,

Dist. Kolhapur, Maharashtra, India.

T: +91-231-2689900

F: +91-231-2689946

E: kpt.ho@kpt.co.in

CIN: L29130MH1976PLC019147

**KPT** POWER TOOLS

**KPT** BLOWERS

**KPT** E VEHICLES

[www.kpt.co.in](http://www.kpt.co.in)

KPT/SECR/STKEXG/21-22

[www.listing.bseindia.com](http://www.listing.bseindia.com)

22<sup>nd</sup> February, 2022

**BSE Limited**

Corporate Relationship Department

2<sup>nd</sup> Floor, New Trading Ring,

P. J. Towers, Dalal Street, Fort,

**Mumbai-400 001**

Dear Sir/ Madam,

**Sub. : Intimation of issue of Postal Ballot Notice to Shareholders of the Company, for approval of Reappointment of Mr. Dilip Kulkarni (DIN: 00184727) as Managing Director, for a further period of five years.**

In continuation to letter dated 08<sup>th</sup> February, 2022 regarding outcome of the Board Meeting and Pursuant to Regulation 30 read with Part A Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Postal Ballot Notice and form which will be circulated to those shareholders of the Company whose names appear in the Register of Members/ List of Beneficial Owners as on February 18<sup>th</sup>, 2022 (Record Date).

It is further informed that the voting, both through Postal Ballot and through electronic mode shall commence from 23<sup>rd</sup> February, 2022 at 09:00 A.M. IST and shall end on 24<sup>th</sup> March, 2022 05:00 P.M. IST.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **KPT Industries Ltd.**,

Aishwarya Toraskar

**Company Secretary & Compliance Officer**



ISO 9001 : 2015

[www.tuv.com](http://www.tuv.com)  
ID 9105025274

**INTERNATIONAL BUSINESS DIVISION:** Regd. Office:

**KPT Industries Ltd.**

Gat No. 320, Mouje Agar,

A/P & Taluka: Shirol - 416 103,

Dist. Kolhapur, Maharashtra, India.

T: +91-231-2689900

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CIN: L29130MH1976PLC019147

## KPT Industries Ltd.,

(CIN-L29130MH1976PLC019147)

**Regd. Office :** Gat No. 320, Mouje Agar, At & Post Shirol, Tal.Shirol, Dist.Kolhapur 416103  
Tel.0231-2689900, Fax-0231-2689946, e-mail-kpt.ho@kpt.co.in  
Web.www.kpt.co.in

### NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolution appended below is proposed to be passed by way of Postal Ballot and Electronic Voting (e-voting). The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution along with a Postal Ballot Form is annexed herewith. Please read carefully the instructions printed on the Postal Ballot Form and the Notice and return the Postal Ballot Form, duly completed and signed, in the enclosed self-addressed prepaid postage envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on 24<sup>th</sup> March 2022. You have the option to vote either by Postal Ballot or through e-voting, the procedure for which is set out in the Postal Ballot Form. Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on 25<sup>th</sup> March 2022 at the Registered Office of the Company. Such Results, along with the Scrutinizer's Report, will be available on the Company's website www.kpt.co.in and will be forwarded to the BSE Limited.

#### RESOLUTION:

**Consider reappointment of Mr. Dilip Kulkarni, as Managing Director (DIN No.00184727), for a further period of 5 years, w.e.f. 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, as per Sections 196 and 197 with the same current remuneration for a period of 3 years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025, as per Section II of Part II of Schedule V of the Companies Act, 2013.**

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

"**RESOLVED THAT** as recommended by Nomination & Remuneration Committee and approved by the Board, the Company hereby accords its approval for the reappointment of Mr. Dilip Kulkarni, as a Managing Director (DIN No.00184727), for a further period of 5 years, w.e.f.1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, as per Sections 196 and 197 of Companies Act,2013 with the same current remuneration of Rs. 84 Lakhs per annum (Rupees Eighty Four Lakhs Only) for a period of 3 years w.e.f. 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025, as per Section II of Part II of Schedule V of the Companies Act, 2013. This will be subject to review at the end of three years."

"**RESOLVED FURTHER THAT** the draft of agreement to be entered into with Mr. Dilip Kulkarni, containing his reappointment as Managing Director (DIN No.00184727), for a further period of 5 years, w.e.f. 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, as per Sections 196 and 197 of the Companies Act, 2013 with the same current remuneration of Rs. 84 Lakhs per annum (Rupees Eighty Four Lakhs Only) & terms for a period of 3 years w.e.f. 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025, as per Section II of Part II of Schedule V of the Companies Act, 2013, which will be subject to review at the end of three years, be and is hereby specifically sanctioned, with a liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and / or of the agreement in such manner, as may, from time to time, or to be in consonance with any revised terms and conditions as may be prescribed under the provisions of Sections 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. Dilip Kulkarni (DIN No.00184727)."

"**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profit in any financial year, the minimum remuneration including Salary, Perquisites to be paid to the Managing Director shall be as per Section II of Part II of the Schedule V of the Companies Act, 2013 or any modification(s) thereto."

"**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  
KPT INDUSTRIES LTD.**

**PRAKASH KULKARNI  
EXECUTIVE CHAIRMAN  
DIN: 00052342**

**Place :- Shirol  
Date :- 08.02.2022**

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**NOTES:**

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act is annexed hereto. It also contains all the disclosures as specified in the Act, SEBI LODR Regulations 2015 and MCA Circulars.
2. The postal ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 18<sup>th</sup> February 2022 (Cut-off Date).
3. The Board of Directors have 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 postal ballot voting process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that e-voting is optional. In case a member has voted through e-voting, he/ she is not required to send the postal ballot. In case a member votes through e-voting as well as through postal ballot, the voting through e-voting shall be considered and the voting through postal ballot shall be ignored. CDSL will be facilitating e-voting to enable the members to cast their votes electronically.
5. The voting through postal ballot/ e-voting will start on 23<sup>rd</sup> February 2022 at 9.00 a.m. and will close on 24<sup>th</sup> March 2022 at 5.00 p.m.
6. Resolutions passed by the members through postal ballot are deemed to have been passed effectively at the general meeting of the members.
7. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email ID's are registered with the Company/ Depository(ies). For members who request for a hardcopy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 24<sup>th</sup> March 2022 i.e., the last date specified for the remote e-voting/ receipt of Postal Ballot form by the members of the Company.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of Postal Ballot form / votes by remote e-voting.
11. **The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins on 23<sup>rd</sup> February 2022 at 9.00 a.m. and ends on 24<sup>th</sup> March 2022 at 5.00 p.m. 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 18<sup>th</sup> February, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) 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.

- (iii) 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 abovesaid 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 <b>CDSL</b>	<p>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 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 visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</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 e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 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 <b>NSDL</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal 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 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 <b>Depository Participants</b>	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <b>CDSL</b>	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 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

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

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 1) Click on “Shareholders” module.
- 2) 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.
- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- 4) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.

- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **KPT Industries Ltd.**
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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](mailto: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 NOS. 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 [aishwarya.toraskar@kpt.co.in](mailto:aishwarya.toraskar@kpt.co.in)/ [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in).
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 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**BY ORDER OF THE BOARD OF DIRECTORS  
KPT INDUSTRIES LTD.**

**PRAKASH KULKARNI  
EXECUTIVE CHAIRMAN  
DIN: 00052342**

**Place :- Shirol  
Date :- 08.02.2022**

#### **EXPLANATORY STATEMENT UNDER SECTION 102 (1) AND SECTION 110 OF THE COMPANIES ACT, 2013**

Mr. Dilip Kulkarni (DIN No.00184727), was reappointed as Executive Director, in the Board Meeting held on 11<sup>th</sup> February, 2017, which was subsequently approved by the Members in the 41<sup>st</sup> AGM held on 13<sup>th</sup> September, 2017, for a period of 5 years from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2022. Further, he was re-designated as Managing Director of the Company, by the Board of Directors in its Meeting held on 10<sup>th</sup> August, 2019. His appointment as the Managing Director of the Company with effect from 10<sup>th</sup> August 2019 up to 31<sup>st</sup> March 2022 has been approved by the members of the Company at 43<sup>rd</sup> AGM held on 28<sup>th</sup> September 2019.

The period of appointment of Mr. Dilip Kulkarni (DIN No.00184727) as Managing Director, is expiring on 31<sup>st</sup> March, 2022.

On the basis of recommendation from Nomination & Remuneration Committee and considering the contributions and responsibilities shouldered by Mr. Dilip Kulkarni, (DIN No.00184727), since 2007, the Board of Directors in its meeting held on 8<sup>th</sup> February, 2022, has approved the reappointment of Mr. Dilip Kulkarni, as the Managing Director (DIN No.00184727), for a further period of 5 years, w.e.f. 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, as per Sections 196 and 197 of the Companies Act, 2013 with the same current remuneration of Rs.84.00 lakhs per annum (Rupees Eighty Four Lakhs Only), for a period of 3 years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025, as per Section II of Part II of Schedule V of the Companies Act, 2013. This will be subject to review at the end of 3 years as set out in the draft Agreement.

The said reappointment fulfills the conditions for the appointment of Mr. Dilip Kulkarni (DIN No.00184727), as the Managing Director, as per Part I of Schedule V of the Companies Act, 2013, except that Mr. Dilip Kulkarni (DIN No.00184727), has attained the age of 70 years as on 14<sup>th</sup> June 2019. Therefore, it is necessary to seek approval of the members by way of Special Resolution, for the reappointment of Mr. Dilip Kulkarni, (DIN No.00184727), as the Managing Director for a further period of 5 years as per Sections 196 and 197 read with Schedule V and his remuneration as being currently paid to him of Rs. 84 Lakhs (Rupees Eight Four Lakhs Only) for a period of 3 years, as per Section II of Part II of Schedule V of the Companies Act, 2013, w.e.f. 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025.

#### **Brief Profile of Mr. Dilip Kulkarni (DIN No. 00184727):**

Mr. Dilip Kulkarni (DIN No.00184727), has Bachelor's degree in Arts & Commerce and Master's Degree in Commerce from Shivaji University, Kolhapur, Maharashtra. He is having rich experience of 44 years in the industry, as an Executive Director for last 13 years and as a Managing Director of the Company for last 2 years.

Mr. Dilip Kulkarni (DIN No.00184727), 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. Dilip Kulkarni, (DIN No.00184727), as an Executive Director for overall management, since 2007, by devoting his full time & by using his utmost endeavor, the Board of Directors recommends approval of the members of the Company by way of Special Resolution, for the reappointment of Mr. Dilip Kulkarni, (DIN No.00184727), as the Managing Director, for a further period of 5 years with the same remuneration of Rs 84.00 lacs per annum (Rupees Eighty Four Lakhs Only) with all other perquisites and commission on profits, for a period of 3 years w.e.f. 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025.

The remuneration and the perquisites of Mr. Dilip Kulkarni (DIN No.00184727), are set out in the draft agreement referred to in the resolution of the Notice 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 3 years, w.e.f 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025. The material terms of appointment of Mr. Dilip Kulkarni as a Managing Director, 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, the Managing Director 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 Managing Director, 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 4% of the profit of the Company.

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 Managing Director 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. Dilip Kulkarni (DIN No.00184727), 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))

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details of Mr. Dilip Kulkarni</b>
	Date of Birth	14-06-1949
	Age	72 years
	No. of meetings of the Board attended during the last one year	4 (Four)
	Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI (LODR) Regulations.	01.04.2022
<b>a</b>	A Brief Resume of the director	Provided herein above
<b>b</b>	Nature of expertise in specific functional areas;	Accounts & Finance
<b>c</b>	Disclosure of relationships between directors inter-se;	He is not related to any other directors of the Company
<b>d</b>	Names of the entities in which Mr. Dilip Kulkarni (DIN No.00184727) also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years	NIL
<b>e</b>	Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]	Mr. Dilip Kulkarni is an executive director and hence disclosure of his shareholding in the Company does not arise. He does not hold any shares of the Company as on date.
<b>f</b>	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 as set out in the accompanying Notice for the approval of the Members.

Mr. Dilip Kulkarni (DIN No.00184727), is concerned or interested in Special Resolution as set out in of the accompanying Notice.

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 as set out in the Notice.

**BY ORDER OF THE BOARD OF DIRECTORS**  
For KPT INDUSTRIES LTD.

**PRAKASH KULKARNI**  
**EXECUTIVE CHAIRMAN**  
**DIN: 00052342**

**Place: Shirol**  
**Date: 08.02.2022**

**KPT INDUSTRIES LTD.,**

(CIN-L29130MH1976PLC019147)

Regd.Office- Gat no. 320, Mouje Agar, At &amp; Post Shirol, Tal.Shirol, Dist.Kolhapur 416103

Tel.0231-2689900, Fax-0231-2689946, e-mail- [kpt.ho@kpt.co.in](mailto:kpt.ho@kpt.co.in)Web. [www.kpt.co.in](http://www.kpt.co.in)**POSTAL BALLOT FORM**

(Please carefully read the instructions printed overleaf before exercising the vote)

Name and Registered address of the sole / first named Member	
Name(s) of Joint Member(s) if any	
Registered Folio No. /DP ID No. /Client ID No. * (* Applicable to member(s) holding shares in dematerialized form]	
No. of shares held	

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the special business stated in the Notice dated 8th February, 2022 of the Company by sending my / our assent or dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Brief Particulars of the Resolution (Special Resolution)	No. of shares for which votes cast	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1	Consider reappointment of Mr. Dilip Kulkarni, as Managing Director (DIN No.00184727), for a further period of 5 years, w.e.f. 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2027, as per Sections 196 and 197 with the same current remuneration for a period of 3 years from 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2025, as per Section II of Part II of Schedule V of the Companies Act, 2013.			

Place:

Date:

\_\_\_\_\_  
Signature of Member**Details of E-voting**

<b>EVEN (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>
<b>220205003</b>		

Note:

1. Please return duly filed and signed Postal Ballot Form in the envelope enclosed.
2. Please read the instructions printed overleaf carefully before exercising your vote.
3. Last date for receipt of Postal Ballot Form on or before 24<sup>th</sup> March, 2022.
4. Voting facility will be available during following voting period :

<b>Commencement of e-voting</b>	<b>Closure of e-voting</b>
23 <sup>rd</sup> February, 2022 9:00 AM IST	24 <sup>th</sup> March, 2022 05:00 PM IST

## **INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM:**

1. A member desiring to exercise his/her vote through postal ballot may complete this postal ballot form and send it to the Scrutinizer, Mr. V. Sreedharan, Partner of V. Sreedharan & Associates, Company Secretaries, Bengaluru at the address of the Registrar & Share Transfer Agent of the Company, LINK INTIME INDIA PVT LTD, Unit: KPT Industries LTD., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, in the attached self-address business reply envelop, on or before 5.00 P.M. on 24<sup>th</sup> March, 2022. The postage will be borne and paid by the Company. However, envelope containing postal ballot form, if sent by courier or registered/speed post at the expense of the member on or before 5.00 P.M. on 24<sup>th</sup> March, 2022 will also be accepted. All postal ballot forms received after this date and time will be strictly treated as if no reply was received from such member.
  2. This form should be completed and signed by the member (as per the specimen signature registered with the Company by the first named member and in his/her absence by the next named member. In case postal ballot form is signed through a delegate/authorized person, a copy of power of attorney by the member shall be annexed to the ballot.
  3. There will be only one postal ballot form for every Folio/DP irrespective of the number of joint members. On receipt of the duplicate postal ballot form, the original will be rejected.
  4. In case of shares held by companies, trusts, societies etc., the duly complete postal ballot form should be accompanied by a certified true copy of the board resolution/Authority Letter.
  5. The voting rights for the equity shares are one vote per equity shares, registered in the name of the shareholder/ beneficial owners as on the record date i.e., 18<sup>th</sup> February 2022.
  6. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
  7. Votes will be considered invalid on the following grounds:
    - a. If the Ballot Form is unsigned.
    - b. If the Members signature does not tally.
    - c. If the Member has marked ( ) both in favour and also against in the ballot paper.
    - d. If the ballot paper received is torn or defaced or mutilated to an extent that is difficult for Scrutinizer to identify either the Member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
    - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
  8. Any Member who does not receive the Postal Ballot Form may either send email to [aishwarya.toraskar@kpt.co.in](mailto:aishwarya.toraskar@kpt.co.in) / [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in) or may apply to the Registered Office of the Company at Gat no. 320, Mouje Agar, At & Post Shirol, Tal.Shirol, Dist. Kolhapur 416103 and obtain a duplicate Postal Ballot Form. The Postal Ballot Notice and the Postal Ballot Form can also be downloaded from our website [www.kpt.co.in](http://www.kpt.co.in).
  9. A person who becomes Member(s) of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. 18<sup>th</sup> February, 2022, may obtain the User ID and Password by sending a request at [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in) or contact the registered office of the Company.
  10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
  11. The results of the Postal Ballot will be posted on the website of the Company viz. [www.kpt.co.in](http://www.kpt.co.in).
  12. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for the same is enumerated in the Notes to the Postal Ballot Notice.
  13. The date of declaration of result i.e. 25<sup>th</sup> March, 2022 shall be the effective date of passing the Special Resolution.
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