

07<sup>th</sup> February 2023

To,  
Listing Operations,  
**BSE Limited**,  
P.J.Towers, Dalal Street,  
Mumbai – 400 001.

**Scrip Code : 540696**  
**Scrip ID : KCDGROUP**

**Dear Sir/Madam,**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Sub: Voting Results of Postal Ballot for KCD Industries India Limited.**

With reference to our Postal Ballot Notice submitted on 06<sup>th</sup> January 2023 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit the following documents:

1. Voting results of Postal Ballot concluded on 06<sup>th</sup> February 2023 through Postal Ballot Forms and Remote E-voting.
2. Scrutinizer's Report submitted by M/s. Jaymin Modi & Co. Practicing Company Secretaries.

Kindly take the above cited information on your records.

Thanking You,

**For KCD Industries India Limited**

**Rajiv Darji**  
**Managing Director**  
**DIN: 02088219**

**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



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	974216	974216	100.0000	974216	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		974216	974216	100.0000	974216	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1025784	258713	25.2210	258713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1025784	258713	25.2210	258713	0	100.0000
<b>Total</b>		2000000	1232929	61.6465	1232929	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVAL OF SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	974216	974216	100.0000	974216	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		974216	974216	100.0000	974216	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1025784	258713	25.2210	258713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1025784	258713	25.2210	258713	0	100.0000
<b>Total</b>		2000000	1232929	61.6465	1232929	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO REGULARIZATION OF MR. ARUN KUTTAN (DIN: 09844434) AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	974216	974216	100.0000	974216	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		974216	974216	100.0000	974216	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1025784	258713	25.2210	258713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1025784	258713	25.2210	258713	0	100.0000
<b>Total</b>		2000000	1232929	61.6465	1232929	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



## SCRUTINIZER'S REPORT

ON POSTAL BALLOT (E-VOTING) OF KCD INDUSTRIES INDIA LIMITED  
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Board of Directors  
**KCD Industries India Limited**  
501, 5th Floor, Ruby Crescent Business Boulevard,  
Ashok Chakravati Road, Kandivali (East),  
Mumbai - 400 101.

**Sub: Report of Scrutinizer on Postal Ballot process conducted through Remote E-voting pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA circulars (mentioned herein below) in respect of passing of the resolution contained in the Postal Ballot Notice 04<sup>th</sup> January, 2023.**

Dear Sir,

I, Jaymin Modi, Practicing Company Secretary having office at A/302, Om Mahavir CHSL, Navghar Cross S.V Road, Bhayander (East). Thane, was appointed as a Scrutinizer by the Board of Directors of KCD Industries India Limited ('the Company') dated 04<sup>th</sup> January, 2023, for the purpose of scrutinizing the remote e-voting by the Members of the Company which was proposed through Postal Ballot notice dated 04<sup>th</sup> January, 2023 ('Notice').

In view of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-Voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, General Circular No. 20/2020 dated 5<sup>th</sup> May 2022 and General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 respectively (collectively termed as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS - 2") issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, if any, the resolution as stated in the Postal Ballot Notice was put before the Member(s) of the Company for Voting through remote e-voting by electronic means and ballot forms.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means, by the members on the Resolution proposed in the Postal Ballot Notice dated 04<sup>th</sup> January, 2023, is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through remote e-voting and ballot forms, is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour or against', if any, to the Chairman or any other authorized personnel of the Company, on the resolution, based on the reports generated from the remote e-voting system of NSDL the authorized agency, to provide remote e-voting facilities and engaged by the Company for that purpose.



I hereby report as under:

### **Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirement of the relevant provisions of (i) the company Act, 2013 and the rules made there under and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting by electronic means for the resolution stated in the Postal Ballot Notice.

### **Scrutinizer's Responsibility**

Our responsibility as a scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on e-voting and postal ballot forms received till the time fixed for closing of the voting process.

1. The Company appointed/engaged NSDL, the authorised agency, as the service provider for providing facility of remote e-voting to the members of the Company.
2. The Postal Ballot Notice was sent through electronic mode to all the members whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and through post to its members who does not have registered their e-mail addresses.
3. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement on 07<sup>th</sup> January, 2023 about the dispatch of Notice in English Newspaper (All editions) and Marathi Newspaper (Regional edition).
4. The Company dispatched the Notice by email on January 06<sup>th</sup>, 2023 to members, whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the cut-off date i.e. 30<sup>th</sup> December, 2022.
5. The voting through remote e-voting facility commenced 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) being the last date for remote e-voting. The remote e-voting during this period was considered for my scrutiny.
6. Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, the remote E-Voting on NSDL Website was unblocked by me on 07<sup>th</sup> February, 2023 at 01.00 PM. (IST) in the presence of two independent witnesses who are not in employment of the Company.



7. The results of voting are as under:

a) Ordinary Resolution

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

• Voted in Favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	42	12,32,929	100%
Ballot Forms	NIL	NIL	0.00%
<b>Total</b>	<b>42</b>	<b>12,32,929</b>	<b>100%</b>

• Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>

• Invalid Votes

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>

Thus, the Ordinary Resolution as contained in Item No.1 is passed unanimously.

b) Ordinary Resolution

**TO APPROVAL OF SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY:**

• Voted in Favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	42	12,32,929	100%
Ballot Forms	NIL	NIL	0.00%
<b>Total</b>	<b>42</b>	<b>12,32,929</b>	<b>100%</b>



• Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>

• Invalid Votes

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>

Thus, the Ordinary Resolution as contained in Item No. 2 is passed unanimously.

c) Ordinary Resolution

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

• Voted in Favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	42	12,32,929	100%
Ballot Forms	NIL	NIL	0.00%
<b>Total</b>	<b>42</b>	<b>12,32,929</b>	<b>100%</b>

• Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Electronic (e-voting)	Nil	Nil	NA
Ballot Forms	Nil	Nil	NA
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>





• **Invalid Votes**

<b>Postal Ballot Voting</b>	<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>Electronic (e-voting)</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>
<b>Ballot Forms</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>NA</b>

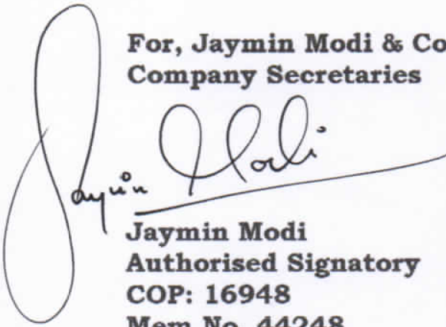
Thus, the Ordinary Resolution as contained in Item No. 3 is passed unanimously.

The Chairman/ Authorised representative may accordingly declare the result of voting through remote E-voting facility in respect of Resolution's mentioned in the Notice.

All relevant records in relation to the postal ballot voting including voting by electronic means are handed over to the management of the Company.

For, Jaymin Modi & Co.  
Company Secretaries



  
Jaymin Modi  
Authorised Signatory  
COP: 16948  
Mem No. 44248  
PRC: 2146/2022  
UDIN: A044248D003119727

Place: Mumbai  
Date: 07.02.2023