

KET/SEC/SE/2022-23/44

December 16, 2022

BSE LimitedFloor 25, Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400 001**Scrip Code:** 524109**National Stock Exchange India Ltd.**Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai-400051**Stock Code:** KABRAEXTRU**Sub: Postal Ballot Notice**

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, find enclosed herewith a copy of the Postal Ballot Notice being sent to the Members of the Company.

In compliance with applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, the said Postal Ballot Notice and Ballot Form are being sent to members whose name appears in the Register of Members /List of Beneficial Owners as on 09th December, 2022 ("Cut-off date") in electronic form to those Members whose e-mail address are registered with Depository Participant/the Company. For Members whose e-mail addresses are not registered physical copies of the Postal Ballot Notice and Ballot Form are being sent by the permitted mode for seeking member's approval for the following resolutions:

- a) Appointment of Smt. Ekta Anand Kabra (DIN: 07088898) as the Managing Director of the company for the period of 5 years w.e.f 1st November 2022 to 31st October 2027.
- b) Increase in the borrowing powers of the Company under Section 180 (1)(c) of the Companies Act 2013.

The Company has engaged Link Intime India Pvt Ltd - (LIPL) as the agency to provide e-voting facility. Members are requested to note that the Remote e- voting will commence from **9.00 a.m.** on **Monday, 19th December 2022** and will end at **5.00 p.m.** on **Tuesday 17th January, 2023**. Members are requested to record/sent their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5.00 p.m. (IST) on 17th January, 2023

The results of the Postal Ballot will be announced on or before Thursday, January 19, 2023. The Postal Ballot Notice along with the explanatory statement, and instructions for e-voting are also

www.kolsite.com

A Kolsite Group Company

Kabra Extrusiontechnik Ltd.

Fortune Terraces, B wing, 10th Floor, Link Road, Opp. Citi Mall,

Andheri (West), Mumbai - 400 053. Maharashtra, India.

Phone : +91-22-26734822/23/24/25 • **Fax :** +91-22-2673 5041 • **Email :** sales@kolsitegroup.com**CIN -** L28900MH1982PLC028535

available on the website of the Company www.kolsite.com and on the website of Link Intime India Pvt Ltd: www.instavote.linkintime.co.in

This is for your information and records.

Thanking you,

Yours faithfully,

For **Kabra Extrusiontechnik Limited**

Antony Alapat
Company Secretary

Kabra Extrusiontechnik Ltd.

Fortune Terraces, B wing, 10th Floor, Link Road, Opp. Citi Mall,

Andheri (West), Mumbai - 400 053. Maharashtra, India.

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KABRA EXTRUSIONTECHNIK LIMITED

Corporate Identification Number: L28900MH1982PLC028535

Registered Office: Fortune Terraces, 10th Floor, B Wing, Opp. Citi Mall, Link Road, Andheri (West), Mumbai – 400053, Maharashtra, INDIA

Tel: +91 22 2673 4822/ 23; **Fax:** +91 22 2673 5041

Email: ket_sd@kolsitegroup.com; **Website:** www.kolsite.com

NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 20 and 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED]

Dear Members,

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 as amended, (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “Rules”), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”)

Accordingly, the proposed Resolutions together with the Explanatory Statement setting out the material facts and reasons for the Resolutions is being sent to you for your consideration.

The Board of Directors of Kabra Extrusiontechnik Limited (“the Company”) has appointed Mr. S. N. Bhandari (Membership No. FCS 761), or failing him Ms. Manisha Maheshwari (Membership No. ACS 30224) Partners of M/s. Bhandari & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-Voting. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, duly completed, in the enclosed postage-prepaid self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Tuesday, 17th January 2023. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s), will also be accepted. Postal Ballot Forms received after the close of working hour's i.e. 5:00 p.m. (IST) on Tuesday, 17th January 2023 will be treated as if no reply has been received from the Member.

The Company has engaged Link Intime India Pvt Ltd –(LIPL) as the agency to provide e-voting facility.

Members desiring to opt for e-Voting as per the facilities arranged by the Company are requested to read the notes to this Postal Ballot Notice. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company or any person authorized by him. The result of the voting by Postal Ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on or before Thursday 19th January, 2023 at the Registered Office of the Company. The results of the Postal Ballot will be put up on the Company's website www.kolsite.com and will be communicated to BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and LIPL (www.instavote.linkintime.co.in) for publishing on their respective websites.

The Company seeks approval of the Members, for the following special businesses:

Item No. 01

Appointment of Smt. Ekta Anand Kabra (DIN: 07088898) as the Managing Director of the company w.e.f 1st November 2022.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Ekta Anand Kabra, (DIN: 07088898) who was appointed as Director – Strategy of the company vide Postal ballot on 3rd August 2022 for the period of five (5) years w.e.f 1st August 2022 to 31st July, 2027, and on the basis of the recommendation and approval of Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (“Board”) respectively, the consent of the Members of the Company be and is hereby accorded for appointment of Smt. Ekta Anand Kabra as the Managing Director of the Company, for the period of five (5) years, w.e.f. 01st November 2022 to 31st October 2027 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) be and is hereby authorised to alter and/ or vary the terms and conditions of the said appointment including remuneration payable to Smt. Ekta A. Kabra within the overall limits specified under Sections 197 read with Schedule V of the Act, and rules made thereunder or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No. 02

Increase in the borrowing powers of the Company:

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

“RESOLVED THAT in supersession of the earlier resolution passed under Section 180 (1)(c) by the members at the 31st Annual General Meeting of the members of the Company held on 09th September, 2014 and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) to borrow, from time to time, such sum or sums of monies as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan or financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds/commercial papers or other debt instruments, with or without security, whether in India or outside India, and through acceptance of fixed deposits and corporate deposits (whether in Indian Rupees or in foreign currency), on such terms and conditions as the Board, at its sole discretion, may deem fit, notwithstanding that the monies so borrowed together with monies already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which monies may be borrowed by the Board shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores only) over and above the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT in supersession of the earlier resolution passed under 180 (1)(a) by the members at the 35th Annual General Meeting of the members of the Company held on 10th August, 2018 and pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof read with the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board, to sell, lease, transfer and / or create charge, mortgage, hypothecation, pledge or otherwise dispose of, in addition to existing charge, mortgage, pledge and / or hypothecation, in such form and manner and on such terms and conditions as the Board may determine, on all or any of movable and/ or immovable properties, tangible or intangible assets of the Company, wherever situated and/or the interest held by the Company in all or any of said properties and assets, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be, in favour of the Lender(s), so as to secure the borrowings made by the Company and/or its subsidiary(ies) and/or its associate(s) company from time to time subject to limits approved under the aforesaid 1st paragraph of the resolution under Section 180(1)(c) of the Companies Act 2013..

RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges or to be created in future by the Company as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary.

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decision taken till date under the above referred resolution shall be valid and in order.”

Date: 12.12.2022
Place: Mumbai

By order of the Board of Directors
For **Kabra Extrusion Technik Limited**

Sd/-
Antony Alapat
Company Secretary
ICSI M.No.: A34946

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and reasons in respect to the proposed Special Business is annexed hereto. Notice of Postal Ballot along with the Postal Ballot Form shall also be available on the website of the Company at www.kolsite.com under the Investors section and will also be available on the website of Link in Time, www.instavote.linkintime.co.in/
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 09th December 2022**. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Friday, 09th December 2022** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes
3. Members who have registered their e-mail IDs for receipt of documents in electronic form are being sent the Postal Ballot Notice by e-mail registered with the Company or with the

Depositories. Members who receive the Postal Ballot Notice by e-mail, but who wish to vote through physical Postal Ballot Form, can download the same from the website of the Company: www.kolsite.com. For Members whose e-mail IDs are not registered, physical copies of this Postal Ballot Notice are being sent by speed post or courier along with a Postal Ballot Form and a postage-prepaid self-addressed Business Reply Envelope. Alternatively, a Member may write to the Company for obtaining a duplicate Postal Ballot Form at ket_sd@kolsitegroup.com

4. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In cases where Members cast their votes through both modes, votes cast electronically (“e-Voting”) shall be treated as valid and votes cast through Postal Ballot Forms will be treated as invalid.

Further, Members can vote on the Resolutions through Remote e-voting. Remote e-voting will commence at **9.00 a.m. on Monday, 19th December 2022** and will end at **5.00 p.m. on Tuesday 17th January, 2023**. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

5. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for Remote e-voting i.e. **Tuesday, 17th January, 2023**.
6. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members who have not registered their e-mail ID are requested to register the same with RTA/ depositories in order to receive the Company's Annual Report and other communication electronically in future.
8. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send a request to Ket_sd@kolsitegroup.com.

The instructions for Shareholders for e-voting are as under:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL:
 - i. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "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 i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 - ii. If you are not registered for IDeAS e-Services, option to register is available at

<https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-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 i.e.LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 - i. Existing users who have opted for Easi / Easiest, 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - ii. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e.LINKINTIME. Click on LINKINTIMEand you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - iii. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - iv. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e.LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. 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 name i.e. LINKINTIMEand you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period

Login method for Individual shareholders holding securities in physical form is given below:

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:
 - a. User ID: Shareholdersholding shares in physical form shall provide Event No + Folio Number registered with the Company.

- b. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- c. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- d. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

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

Cast your vote electronically:

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

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

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

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
EXPLANATION ABOUT REASONS FOR PASSING OF THE RESOLUTIONS AS REQUIRED
UNDER RULE 22(1) OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.****Item No. 1**

Smt. Ekta A. Kabra (DIN: 07088898) was appointed as the Executive Director- Strategy of the Company on 1st August, 2017 for 5 years, Her reappointment has been further approved by the Shareholders for the period of five (5) years from 1st August 2022 to 31st July 2027 through process of Postal Ballot under Section 196, 197 and 203 of the Companies Act, 2013 (the “Act”).

She plays a critical role in the Finance and Operations of the company. So, looking into her current work profile & performance, the Board based on the recommendation of the Nomination & Remuneration Committee at its meeting held on 01st November, 2022, decided to promote her as the Managing Director of the Company subject to approval of Members of the Company at the existing Remuneration which are as under.

The Basic Salary of Rs. 4,80,000/- (Rupees Four Lacs Eighty Thousand Only) per month, with an annual increment to be decided by the Board at such percentage not exceeding 20% of the basic salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Act and Schedule V thereto.

In addition to the above, she shall be entitled to the following perquisites restricted to an amount equal to her annual salary as given herein below:

- (i) Accommodation (Furnished or otherwise) or House Rent Allowance in lieu thereof subject to a ceiling of 50% of basic salary.
- (ii) Special Allowance of 10 % of basic salary.
- (iii) Medical Reimbursement: For self, spouse and family subject to a ceiling of one (1) month basic salary in a year or three (3) months' salary in a block of three (3) years.
- (iv) Leave Travel Reimbursement: For self, spouse and family once in a year incurred in accordance with the rules specified by Company.
- (v) Club Fees: Subject to a maximum of two clubs. This will not include admission and life membership fees.
- (vi) Personal Accident Insurance & Mediclaim Policy: For self, spouse and family as per the rules of the Company. Explanation: 'Family' means spouse, dependent children and dependent parents of the said appointee.
- (vii) Provident Fund, Superannuation Fund or Annuity Fund: Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Schemes of the Company will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together are not taxable under the Income-Tax Act, 1961.
- (viii) Gratuity: As per rules of the Company.
- (ix) Encashment of leave: As per rules of the Company.

For the purpose of gratuity & encashment of leave, the period of service of said appointee shall be considered as service with the Company without any break in service & on a continuous basis.

- (x) Provision of car and telephone at residence for use of Company's business will not be considered as perquisites. However, personal long distance telephone calls and use of car for private purpose shall be billed by the Company to the appointee.
- (xi) The office of said appointee may be terminated by the Company or the appointee by giving the other three (3) months' prior notice in writing.
- (xii) Smt. Ekta A. Kabra shall be liable to retire by rotation as a Director of the Company.
- (xiii) The terms & conditions set out for appointment & payment of remuneration herein above may be altered & varied by the Board as it may, from time to time, deem fit.

The above may be treated as a written memorandum, setting out the terms of appointment of Smt. Ekta A. Kabra under Section 190 of the Act and pursuant to the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 188, 196, 197, Schedule V and other applicable provisions of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of and remuneration payable to Smt. Ekta A. Kabra is placed before the Members for their approval.

Smt. Ekta A. Kabra is concerned / interested in the resolutions as set out in the Notice at Item Nos. 1, since it pertains to her own appointment and remuneration. Shri Anand S. Kabra is also deemed to be interested in aforesaid resolutions, being relative of the said appointee, to the extent of his shareholding interest, if any, held in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company

and their relatives are, in any way, concerned or interested, financially or otherwise in the Item Nos. 1 of the Notice, except to the extent of their respective shareholding interest, if any, in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

The Board recommend the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Item No. 2

The Members have passed a resolution under Section 180 (1)(c) at the 31st Annual General Meeting held on 09th September, 2014 authorising the Board of Directors to borrow money(ies) for the purposes of the business of the Company not exceeding Rs. 25.00 Crores (Rupees Twenty Five Crores only) over and above the paid-up capital of the Company and its free reserves.

However looking into the business operations, future business plan, additional working capital requirements of the Company for its Batrixx division, The Board of Directors proposes to enhance the existing borrowing limit from Rs. 25.00 Crores (Rupees Twenty Five Crores only) over and above the paid-up capital of the Company and its free reserves to Rs. 500 Crores (Rupees Five Hundred Crores only) over and above the paid-up share capital, free reserves and securities premium of the Company.

The resolution passed under Section 180 (1)(a) by the members at the 35th Annual General Meeting held on 10th August, 2018 enabled the Board of Directors to create mortgage or charge on the Company's properties in favour of the lenders to secure credit limits upto Section 180(1) (c) of the Companies Act, 2013. However as a matter of good Governance, The Board has decided to again put this agenda item for Members approval to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time on such terms and conditions and in such form and manner, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board subject to not exceeding the limits under section 180(1) (c) of the Companies Act, 2013.

It is therefore necessary to pass a special resolution under Section 180(1)(a)& 180(1)(c) of the Act set out at Item No. 2 of the Notice and the same is recommended by the Board for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Item Nos. 2 of the Notice, except to the extent of their respective shareholding interest, if any, in the Company.

Date: 12.12.2022
Place: Mumbai

By order of the Board of Directors
For **Kabra Extrusiontechnik Limited**

Sd/-
Antony Alapat
Company Secretary
ICSI M.No.: A34946

Annexure – I to the Notice

Details of Directors seeking appointment/re-appointment through Postal Ballot, furnished in terms of Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Smt. Ekta A. Kabra
DIN	07088898
Date of Birth	24 th July, 1976
Age	Age 46 Years
Brief Resume covering Expertise in specific functional areas and Experience and Qualification	Smt. Ekta A. Kabra, holds degree as B.A. – Economics, Delhi University and MBA – Family Business from S. P. Jain Institute of Management and Research. She is Partner in Kolsite Industries and Kolsite Corporation LLP, with which the Company has / may have business dealings. She has over 15 years of post-qualification experience. Her area of expertise includes Knowledge on Company's businesses, plastic industry prospects, policies and culture (incl. Mission, Vision & Values) major risks / threats and potential opportunities, Business Strategy, Sales & Marketing
Directorships held in Companies	<p>Listed Companies</p> <ul style="list-style-type: none"> • Kabra Extrusiontechnik Limited <p>Unlisted Companies</p> <ul style="list-style-type: none"> • Kolsite Energy Private Limited • Taiyou Green Solution Private Limited • Varos Technology Private Limited
Membership / Chairmanship of Committees of Public Companies	<p>Kabra Extrusiontechnik Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Risk Management Committee
Shareholdings in the Company	29, 57,966 (i.e. 9.22%) Equity Shares of Rs. 5/- each
Name of listed entities from which the person has resigned in the past three years	-
Disclosure of relationships between directors inter-se.	Shri. Anand Kabra (Spouse)
Remuneration received from the Company in the Financial Year 2021-22.	<p>Basic Salary: 57,60,000/- HRA: 28,80,000/- Special Allowance: 5,76,000/- Contribution to PF : 6,91,200/- Total: 99, 07,200/-</p> <p>Board has a discretion to increase the remuneration of Direction Annually upto an extent of 20%.</p>
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per Explanatory Statement to Item No. 1.

Date of first appointment on the Board	16 th May, 2017	
The number of Meetings of the Board attended during the Financial Year 2021-22.	No .of Board Meetings held 6	No .of Board Meetings attended 6
The number of Meetings of the Board attended during the Financial Year 2022-23	No .of Board Meetings held 3	No .of Board Meetings attended 3

Skills / Expertise / Competencies of the Board of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and the said skills are available with Smt.Ekta A. Kabra, proposed to be appointed as the Managing Director of the company

- i) Knowledge on Company's businesses (plastic industry prospects), policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- iv) Financial and Management skills,
- v) Technical / Professional skills and specialized knowledge in relation to Company's business.

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