



# KCD<sup>TM</sup>

(ISO 9001 : 2015)

**06<sup>th</sup> September 2024**

To,  
**Listing Compliances  
BSE Limited**

P. J. Towers, Dalal Street, Mumbai — 400 001

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

Dear Sir/Madam,

**Ref: Outcome of Board Meeting dated 05<sup>th</sup> September 2024.**

**Sub: Submission of Notice of 39<sup>th</sup> Annual General Meeting for the FY 2023-24.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Kindly find enclosed herewith copy of Notice of 39<sup>th</sup> Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2024.

The 39<sup>th</sup> Annual General Meeting of the Company will be held on Monday, 30th September 2024 at 10.00 A. M. at the registered office of the company situated at Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East), Mumbai – 400 060.

You are requested to take note of the same.

Thanking you,  
**For KCD Industries India Limited**

RAJIV CHANDULAL  
DARJI

Digitally signed by RAJIV  
CHANDULAL DARJI  
Date: 2024.09.06 13:21:10  
+05'30'

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

**Enclosed: As stated above**

## **KCD INDUSTRIES INDIA LIMITED**

### **Registered Office**

Unit No 101, 1st Floor,  
KCD Jogesh Eva, Road No. 1,  
Jogeshwari East, Mumbai - 400060  
Tel. : +91 91373 22030  
Email : [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)  
CIN: L70100MH1985PLC301881



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

# KCD Industries India Limited

## Annual Report FY 2023-24

### Notice of 39<sup>th</sup> Annual General Meeting

Notice is hereby given to the members of KCD Industries India Limited that the 39<sup>th</sup> Annual General Meeting (“AGM”) of the members is scheduled to be held on 30<sup>th</sup> September 2024 at 10.00 A. M. at the registered office of the company situated at Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East), Mumbai – 400 060 to transact the following business matters:

#### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the report of the Board of Director’s and Auditor’s thereon.

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2024 and the Reports of the Board of Director’s and the Auditor’s thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mr. Arun Kuttan (DIN: 09844434), who retires by rotation, and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** Mr. Arun Kuttan (DIN: 09844434), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors for the time being are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

3. To appoint M/s. J. Singh & Associates, Chartered Accountants as Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the audit committee, M/s. J. Singh & Associates, Chartered Accountants, (FRN: 110266W) be and is hereby appointed as a Statutory Auditors of the Company to hold office for a period of 04 (Four) years beginning from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the AGM of the Company to be held in the year 2028 at remuneration and reimbursement of out of pocket expenses incurred during their tenure for audit purpose as may be approved by the Board.

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

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4. To Regularise appointment of Mrs. Hetal Bhanushali (DIN: 10765179) as an Independent Director of the Company.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mrs. Hetal Bhanushali (DIN: 10765179), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from 05<sup>th</sup> September 2024 and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 05<sup>th</sup> September 2024 to 04<sup>th</sup> September 2029.

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

5. To Regularise appointment of Mr. Manish Jain (DIN: 00606079) as an Independent Director of the Company.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Manish Jain, who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from 05<sup>th</sup> September 2024 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 05<sup>th</sup> September 2024 to 04<sup>th</sup> September 2029.

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

Date: 05<sup>th</sup> September 2024

Place: Mumbai

Registered Office:

Unit No 101, KCD Jogesh Eva, Natwar Nagar,  
Road No. 1, Jogeshwari (East), Mumbai – 400 060.

Email id: [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)

Contact: 9137322030, Website: [www.kcdindustries.com](http://www.kcdindustries.com)

CIN: L70100MH1985PLC301881

By order of the Board of Director of  
KCD Industries India Limited

Sd/-

Arun Kuttan

Chairman

DIN: 09844434

Sd/-

Rajiv Darji

Managing Director & CFO

DIN: 02088219

# KCD Industries India Limited

## Annual Report FY 2023-24

### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/ Proxies and Authorised representatives are requested to bring to the Meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer Books will remain closed from Tuesday, 24<sup>th</sup> September 2024 to Monday, 30<sup>th</sup> September 2024 (both days inclusive) for the purpose of the Annual General Meeting.
4. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Secretarial Standard – 2 on “General Meetings”, the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company’s investor email id: [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)
7. Members are requested to kindly bring their copies of the Annual Report to the meeting. As per the requirement of the Secretarial Standard – 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
8. The Notice of the AGM along with the Annual Report of 2023-24 is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the ‘Green Initiative’ Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice and the Annual Report 2023-24 will also be available on the Company’s website viz. [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)
9. An explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“act”) setting out the material facts concerning the businesses to be transacted is annexed hereto.

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10. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of Monday, 23<sup>rd</sup> September 2024 will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
11. The e-voting period shall commence on **Friday, 27<sup>th</sup> September 2024 at 9.00 a.m.** (IST) and shall end on **Sunday, 29<sup>th</sup> September 2024 at 5:00 P.M.** (IST). E-voting shall not be allowed beyond the said date and time.
12. The Board of Directors of the Company (“the Board”), has appointed M/s. Jaymin Modi & Co. Company Secretaries (COP: 16948 and PRC: 2146/2022) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
13. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this AGM will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
14. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

**The remote e-voting period begins on Friday, 27<sup>th</sup> September 2024 at 9:00 A.M. and ends on Sunday, 29<sup>th</sup> September 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23<sup>rd</sup> September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23<sup>rd</sup> September 2024.**

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

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

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





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

In terms of SEBI circular dated 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ”



	<p>icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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, so that the user can visit the e-Voting</li> </ol>

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	<p>service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

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4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.



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9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

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### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:**

#### **Item No.: 04**

The Board of Directors ('the Board') upon recommendation of Nomination and Remuneration Committee, at the board meeting held on 05<sup>th</sup> September 2024, appointed Mrs. Hetal Bhanushali (DIN: 10765179) as an Additional Non-Executive Independent Director of the Company as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Mrs. Hetal Bhanushali is eligible for appointment as a Non-Executive Independent Director not liable to retire by rotation.

Mrs. Hetal Bhanushali has given her consent to act as a Director of the Company pursuant to Section 152 of the Act.

Mrs. Hetal Bhanushali has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

The details of Mrs. Hetal Bhanushali as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution no. 4 of this Notice, for appointment of Mrs. Hetal Bhanushali as an Independent Director of the Company, not liable to retire by rotation, for approval of the Members.

Except Mrs. Hetal Bhanushali, none of the other Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

#### **Item No. 05**

The Board of Directors ('the Board') upon recommendation of Nomination and Remuneration Committee, at the board meeting held on 05<sup>th</sup> September 2024, appointed Mr. Manish Jain (DIN: 00606079) as an Additional Non-Executive Independent Director of the Company as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a

## **KCD Industries India Limited**

### **Annual Report FY 2023-24**

person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Mr. Manish Jain is eligible for appointment as a Non-Executive Independent Director not liable to retire by rotation.

Mr. Manish Jain has given his consent to act as a Director of the Company pursuant to Section 152 of the Act.

Mr. Manish Jain has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

The details of Mr. Manish Jain as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution no. 1 of this Notice, for appointment of Mr. Manish Jain as an Independent Director of the Company, not liable to retire by rotation, for approval of the Members.

Except Mr. Manish Jain, none of the other Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

# KCD Industries India Limited

## Annual Report FY 2023-24

### Annexure to the Notice

#### Details of Director proposed to be re-appointed/regularised:

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	Details		
Name of the Director	Arun Kuttan	Hetal Bhanushali	Manish Jain
DIN	09844434	10765179	00606079
Date of Birth	28 <sup>th</sup> November 1971	26 <sup>th</sup> May 1985	02 <sup>nd</sup> November 1973
Age	52 Years	39 Years	51 Years
Qualification	Graduate	Graduate	Graduate
Expertise in functional area	Finance Management	Media & Administration	Finance
Terms and conditions of Appointment or reappointment along with details of remuneration sought to be paid	N.A.	N.A.	N.A.
Remuneration last drawn by such person, if applicable	N.A.	N.A.	N.A.
Remuneration sought to be paid	None	None	None
Date of first appointment on the Board	04 <sup>th</sup> January 23	05 <sup>th</sup> September 24	05 <sup>th</sup> September 24
Membership/Chairmanship of Committees of the Board of the Company	None	None	None
Other Directorships and Membership / Chairmanship of Committees of other Boards	None	None	None
No. of shares held in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
No. of Meetings of the Board of Directors attended during the year 2023-24	None	None	None

#### Details of Statutory Auditor proposed to be appointed:

(Pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	Details
Name of the Auditor	M/s. J Singh & Associates
Proposed Audit fees payable to the Auditors	As may be decided between the Board of Directors and Auditors
Term of Appointment	From the conclusion of this AGM up to the conclusion of AGM to be held in year 2028.
Material changes in fee payable	None
Basis of recommendation and auditor credentials	The audit committee based on credibility of firm and partners, recommends appointment of M/s. J Singh & Associates, Chartered Accountants as a Statutory Auditors of the Company.

# KCD Industries India Limited

## Annual Report FY 2023-24

### ATTENDANCE SLIP

**KCD INDUSTRIES INDIA LIMITED**

**CIN: L70100MH1985PLC301881**

**Reg. Office:** Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1,  
Jogeshwari (East), Mumbai – 400 060.

**Website:** www.kcdindustries.com **Contact:** 9137322030 **Email:** compliance@kcdindustries.com

<b>DP ID No.*:</b>	<b>Folio. No.:</b>
<b>Client ID No.*:</b>	<b>No. of Shares held:</b>

\*Applicable for investors holding shares in electronic form

**Name and address of the Shareholder(s)/Proxy holder:**

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I / We hereby record my/our presence at 39<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> September 2024 at 10.00 AM at Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East), Mumbai – 400 060.

**Member's / Proxy's  
Signature**

**Note:**

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)



# KCD Industries India Limited

## Annual Report FY 2023-24

### PROXY FORM

#### KCD INDUSTRIES INDIA LIMITED

CIN: L70100MH1985PLC301881

**Reg. Office:** Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1,  
Jogeshwari (East), Mumbai – 400 060.

**Website:** www.kcdindustries.com **Contact:** 9137322030 **Email:** compliance@kcdindustries.com

<b>Name of the Member(s):</b>		
<b>Registered Address:</b>		
<b>Folio No./Client Id:</b>		<b>DP Id:</b>

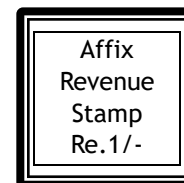
I/We, being the member(s) of \_\_\_\_\_ shares of KCD Industries India Limited, hereby appoint:

1. Name \_\_\_\_\_ Address \_\_\_\_\_  
Email Id:- \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
2. Name \_\_\_\_\_ Address \_\_\_\_\_  
Email Id:- \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
3. Name \_\_\_\_\_ Address \_\_\_\_\_  
Email Id:- \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **39<sup>th</sup> Annual General Meeting** of the Company, to be held on Monday, 30<sup>th</sup> September 2024 at 10.00 a.m. at Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East), Mumbai – 400 060, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolutions	For	Against
<b><u>ORDINARY BUSINESSES:</u></b>			
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2024 and the report of the Board of Director's and Auditor's thereon.		
2.	To appoint a director in place of Mr. Arun Kuttan (DIN: 09844434), who retires by rotation, and being eligible, offers herself for re-appointment.		
3.	To appoint M/s. J. Singh & Associates, Chartered Accountants as Statutory Auditors of the Company.		
<b><u>SPECIAL BUSINESSES:</u></b>			
4.	To Regularise appointment of Mrs. Hetal Bhanushali (DIN: 10765179) as an Independent Director of the Company.		
5.	To Regularise appointment of Mr. Manish Jain (DIN: 00606079) as an Independent Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024  
Signature of Shareholder(s) \_\_\_\_\_  
Signature of Proxy holder(s) \_\_\_\_\_



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the 39<sup>th</sup> Annual General Meeting.
3. Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

# KCD Industries India Limited Annual Report FY 2023-24

## ROUTE MAP FOR 39<sup>TH</sup> ANNUAL GENERAL MEETING

Date : 30<sup>th</sup> September 2024  
Day : Monday  
Time : 10.00 AM  
Address : Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East),  
Mumbai – 400 060.

