



Regd. Office:  
**KPT Industries Ltd.**  
Gat No. 320, Mouje Agar,  
A/P & Taluka: Shirol - 416 103,  
Dist. Kolhapur, Maharashtra, India.

T: +91-231-2689900  
F: +91-231-2689946  
E: kpt.ho@kpt.co.in  
CIN: L29130MH1976PLC019147

**KPT** POWER TOOLS  
**KPT** BLOWERS  
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[www.kpt.co.in](http://www.kpt.co.in)

KPT/SECR/STKEXG/22-23

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

17<sup>th</sup> March, 2023

**BSE Limited**

Corporate Relationship Department  
2<sup>nd</sup> Floor, New Trading Ring,  
P. J. Towers, Dalal Street, Fort,  
**Mumbai-400 001**

Dear Sir/ Madam,

**Sub. : Intimation of issue of Postal Ballot Notice to Shareholders of the Company, for approval of continuation of appointment of Mrs. Prabha Kulkarni (DIN: 00053598) as Non-Executive Woman Director and the Appointment of Dr. Shishir Gosavi (DIN: 09315896) as Independent Director.**

In continuation to letter dated 10<sup>th</sup> March, 2023 regarding outcome of the Board Meeting and Pursuant to Regulation 30 read with Part A Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Postal Ballot Notice and form which will be circulated to those shareholders of the Company whose names appear in the Register of Members/ List of Beneficial Owners as on March 10<sup>th</sup>, 2023 (Cutt-off).

It is further informed that the voting, both through Postal Ballot and through electronic mode shall commence from Saturday the 18<sup>th</sup> March, 2023 at 09:00 A.M. IST and shall end on Sunday the 16<sup>th</sup> April, 2023 05:00 P.M. IST.

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For **KPT Industries Ltd.**,

Aishwarya Toraskar  
**Company Secretary & Compliance Officer**



INTERNATIONAL BUSINESS DIVISION: Regd. Office:

**KPT Industries Ltd.**

Gat No. 320, Mouje Agar,  
A/P & Taluka: Shirol - 416 103,  
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# KPT Industries Ltd.,

(CIN-L29130MH1976PLC019147)

**Regd. Office :** Gat No. 320, Mouje Agar, At & Post Shirol, Tal.Shirol, Dist.Kolhapur 416103

Tel.0231-2689900, Fax-0231-2689946, e-mail:kpt.ho@kpt.co.in

Web:www.kpt.co.in

## NOTICE OF POSTAL BALLOT

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

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 and 110 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), read with General Circulars issued by the Ministry of Corporate Affairs, that the resolution appended below is proposed to be passed by way of Postal Ballot and electronic voting (remote e-voting). The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution along with a Postal Ballot Form is annexed herewith. Please read carefully the instructions printed on the Postal Ballot Form and the Notice and return Postal Ballot Form, duly completed and signed, in the enclosed self-addressed prepaid postage envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on 16<sup>th</sup> April, 2023. You have the option to vote either by Postal Ballot or through remote e-voting, the procedure for which is set out in the Postal Ballot Form. Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and remote e-voting will be declared on 17<sup>th</sup> April, 2023 at the Registered Office of the Company. Such Results, along with the Scrutinizer's Report, will be available on the Company's website www.kpt.co.in and will be forwarded to the BSE Limited.

### RESOLUTION:

**Item No. 1– Consider continuation of appointment of Mrs.Prabha Prakash Kulkarni, as Non-Executive Woman Director (DIN No.00053598), on the Board of the Company Pursuant to Sections 149 and 152 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with Regulation 17(1A) as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

"**RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 149 and 152 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and as recommended by Nomination & Remuneration Committee and approved by the Board, the Company hereby accords its approval for the continuation of appointment of Mrs. Prabha Prakash Kulkarni, (DIN No.00053598), on the Board of the Company who has crossed 75 years of age as a Non-Executive Woman Director w.e.f.10<sup>th</sup> March, 2023.

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary or desirable to give effect to this resolution."

**Item No. 2– To consider appointment of Dr. Shishir Dattatraya Gosavi, as an Independent Director (DIN No.09315896) of the Company, w.e.f. 10<sup>th</sup> March, 2023 as per Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

"**RESOLVED THAT** as recommended by Nomination & Remuneration Committee and approved by the Board and pursuant to the provisions of the Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), Dr.Shishir Dattatraya Gosavi,(DIN No.09315896) who was appointed as an Additional Director of the Company w.e.f 10<sup>th</sup> March, 2023 on the Board as an Independent Director of the Company being eligible and in respect of whom the Company has received a notice in writing under Section160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years w.e.f 10<sup>th</sup> March, 2023 till 31<sup>st</sup> March, 2028 on the Board of the Company."

"**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary or desirable to give effect to this resolution."

Place :- Shirol  
Date :- 10.03.2023

BY ORDER OF THE BOARD OF DIRECTORS  
KPT INDUSTRIES LTD.  
DILIP KULKARNI  
MANAGING DIRECTOR  
DIN: 00184727

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**NOTES:**

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act is given herein below. It also contains all the disclosures as specified in the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 10<sup>th</sup> March, 2023 (Cut-off Date).
3. The Board of Directors have appointed Mr. V. Sreedharan, (FCS 2347; CP No. 833), in his absence Mr. Pradeep B. Kulkarni (FCS 7260; CP No. 7835 or Ms. Devika Sathyanarayana (FCS 11323;CP No.17024) Partners of V. Sreedharan & Associates, Company Secretaries, Bengaluru as the Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes e-voting, the Company is offering e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that e-voting is optional. In case a member has voted through e-voting, he/ she is not required to send the postal ballot. In case a member votes through e-voting as well as through postal ballot, the voting through e-voting shall be considered and the voting through postal ballot shall be ignored. CDSL will be facilitating e-voting to enable the members to cast their votes electronically.
5. The voting through postal ballot/ e-voting will start on Saturday the 18<sup>th</sup> March, 2023 at 9.00 a.m. and will close on Sunday the 16<sup>th</sup> April 2023 at 5.00 p.m.
6. Resolutions passed by the members through postal ballot are deemed to have been passed effectively at the general meeting of the members.
7. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email ID's are registered with the Company/ Depository(ies). For members who request for a hardcopy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 16<sup>th</sup> April, 2023 i.e., the last date specified for the remote e-voting/ receipt of Postal Ballot from by the members of the Company.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of Postal Ballot form / votes by remote e-voting
11. SEBI has vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3<sup>rd</sup> November, 2021 read with Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/ P/CIR/2021/687 dated 14<sup>th</sup> December, 2021, mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms by March 31, 2023. In view of the same, physical Shareholders are requested to submit their PAN, full KYC details and Nomination details in prescribed Form at the earliest. In case any of the above cited documents/ details are not available in the Folio(s) before the due date, RTA shall be constrained to freeze such Folio(s). Physical Shareholders are requested to dematerialize their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/ transmissions requests shall be processed in dematerialized mode only. Request for dematerialization can be submitted to Link Intime (India) Pvt. Ltd., RTA of the Company.
12. **The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins on 18<sup>th</sup> March, 2023 at 9.00 a.m. and ends on 16<sup>th</sup> April, 2023 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date) of 10<sup>th</sup> March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the **demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to

register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) 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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) 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 service providers' website directly</li> <li>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 and new system myeasi Tab &amp; then click on registration option.</li> <li>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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 .
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company, please enter the member ID/Folio No. in the Dividend Bank Details field.</li> </ul>



- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **KPT Industries Ltd.**
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [aishwarya.toraskar@kpt.co.in](mailto:aishwarya.toraskar@kpt.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [aishwarya.toraskar@kpt.co.in](mailto:aishwarya.toraskar@kpt.co.in)/[sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on at toll free no. 1800 22 55 33.

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

### Item No.1 of the Notice

Mrs. Prabha Prakash Kulkarni (DIN No.00053598), was appointed as Non-Executive Woman Director, in the Board Meeting held on 21<sup>st</sup> August, 2014, which was subsequently approved by the Members in the 38<sup>th</sup> AGM held on 27<sup>th</sup> September, 2014.

On the basis of recommendation from Nomination & Remuneration Committee and considering the expertise, experience & contributions made by Mrs. Prabha Kulkarni, (DIN No.00053598), since 2014, the Board of Directors in its meeting held on 10<sup>th</sup> March, 2023, has approved the continuation of appointment of Mrs. Prabha Kulkarni, as the Non-Executive Woman Director (DIN No.00053598), on the Board of the Company as per Sections 149, 152 of the Companies Act, 2013 and as required under Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said reappointment fulfills the conditions for the appointment of Mrs. Prabha Kulkarni (DIN No.00053598), as the Non-Executive Woman Director, except that Mrs. Prabha Kulkarni (DIN No.00053598), is above 75 years of age. Therefore, it is necessary to seek approval of the members by way of Special Resolution, for the continuation of appointment of Mrs. Prabha Kulkarni, (DIN No.00053598), as the Non-Executive Woman Director w.e.f 10<sup>th</sup> March, 2023 as per Sections 149, 152 of the Companies Act, 2013 along with applicable Regulations as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Profile of Mrs. Prabha Kulkarni (DIN No. 00053598):

Mrs. Prabha Kulkarni (DIN No.00053598), has Bachelor's degree in Mechanical Engineering from Walchand College of Engineering Sangli, in 1966. She has done post graduate Diploma in Business Management, and also Business Administration.

Mrs. Prabha Kulkarni has more than 50 years of foundry experience and now she is Managing Director of Trimurti Engineering Tools Private Limited, Sangli, a company which is engaged in manufacturing and sale of castings and auto parts and components.

Mrs. Prabha Kulkarni was actively involved in bringing Black & Decker in India and in formation of Joint Venture – Kulkarni -Black & Decker, (today's KPT) to manufacture, sell and service of Portable Electric Power Tools and Spares in India and abroad. She finalized Technical Collaboration to manufacture Roots Blower with famous UK company – Howden Wade Ltd

Mrs. Prabha Kulkarni was National Chairman of The Institute of Indian Foundrymen (IIF), which works for betterment of foundrymen/foundry industry. Also, she was Chairperson of CII (WR) Maharashtra. She is closely associated with many other social activities, besides working for education institutions like Walchand College of Engineering, Sangli and D.K.T. Institute, Ichalkaranji. She is Trustee and Managing Committee Member of Shri Siddhivinayak Ganapati Cancer Hospital, Miraj and Chairman of SANGRAM, which works for upliftment of commercial sex workers in Sangli – Miraj and involved in the International Inner Wheel Club etc.

Mrs. Prabha Kulkarni has travelled widely in India and Europe, United States of America and Far East Countries for export promotion and has established good export business contacts.

Mrs. Prabha Kulkarni (DIN No.00053598), has contributed whole heartedly in the decision making by extending her experience & expertise as and when the need arises.

In view of the above and considering the contributions made by Mrs. Prabha Kulkarni, (DIN No.00053598), as an Non-Executive Woman Director, since 2014, by devoting her time & wisdom, the Board of Directors recommends approval of the members of the Company by way of Special Resolution, for the continuation of appointment of Mrs. Prabha Kulkarni, (DIN No.00053598), as the Non-Executive Woman Director, w.e.f 10<sup>th</sup> March, 2023.

*Other Details as per the SEBI (LODR) Regulations, 2015 (Reg. 36(3))*

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details of Mrs. Prabha Kulkarni</b>
	<i>Date of Birth</i>	<i>14-07-1943</i>
	<i>Age</i>	<i>79 years</i>
	<i>No. of meetings of the Board attended during the last one year</i>	<i>4 (Four)</i>
	<i>Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI LODR Regulations.</i>	<i>Not Applicable</i>
<b>a</b>	<i>A Brief Resume of the director</i>	<i>Provided herein above</i>
<b>b</b>	<i>Nature of expertise in specific functional areas;</i>	<i>Foundry Business Experience.</i>

<b>c</b>	<i>Disclosure of relationships between directors inter-se;</i>	<i>Wife of Mr. Prakash Kulkarni -Executive Chairman</i>
<b>d</b>	<i>Names of the entities in which Mrs. Prabha Kulkarni (DIN No.00053598) also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years</i>	<i>Synergy Green Industries Ltd.,:- Audit Committee – Member, Nomination &amp; Remuneration Committee – Member ; and Stakeholder Relationship Committee – Chairman  Kirloskar Ebara Pumps Ltd.,:- Audit Committee – Member, Nomination &amp; Remuneration Committee – Member ,Corporate Social Responsibility Committee – Member, Stakeholder Relationship Committee – Member ; and Investment Committee – Member  Trimurti Engineering Tools Pvt. Ltd.,  India Components Pvt. Ltd.,</i>
<b>e</b>	<i>Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]</i>	<i>Mrs. Prabha Kulkarni is a Non- executive woman director and hence disclosure of her direct shareholding in the company does not arise. She holds 20.56% equity shares in the capacity of Beneficial Owner as on date.</i>
<b>f</b>	<i>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement</i>	<i>Not Applicable</i>

Copy of draft letter of appointment of Mrs. Prabha Kulkarni setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company, during business hours.

The Board of Directors recommends the Special Resolution set out at Item No.1 of the accompanying Notice for the approval of the Members.

Mrs. Prabha Kulkarni (DIN No.00053598), Mr. Prakash Kulkarni (DIN No. 00052342) & Dr. Ketan Pai (DIN No. 06980628), is concerned or interested in Special Resolution as per Item No.1 of the accompanying Notice.

Save as aforesaid, hence the other directors or KMP of the Company or their relatives are in anyway, not concerned or interested in the Special Resolution set out at Item No.1 of the Notice.

#### **Item No.2 of the Notice**

Proposed candidature for the post of Independent Director Dr. Shishir Dattatraya Gosavi, from Miraj, is a graduate from Seth G. S. Medical College & K.E.M, Bombay. He is M.S.(ENT); D.O.R.L, Consultant ENT, Otology, Endoscopic Sinus and Head and Neck Surgeon.

Dr.Shishir Gosavi is a Managing Trustee, Governing Council Member, & Executive Director of Dr.D.K.Gosavi Memorial, Shri Siddhivinayak Ganapati Cancer Hospital, Miraj. He is a Director of Sanjeevan Medical Foundation ENT Postgraduate Training Institute, Miraj. He is Managing Director of Ashwini Prasad Hospital Pvt. Ltd., Miraj

Dr.Gosavi, is also Founder Trustee Secretary of Pradnya Medical Research Society, Miraj and Managing Trustee of Shri Hemant Gosavi Charitable Trust, Miraj.

The Board, based on the expertise, experience & social contribution and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them to the society, the association of Dr.S.D.Gosavi, would be beneficial to the Company and it is desirable to avail their services as Independent Director. Accordingly, it is proposed to appoint Dr.S.D.Gosavi as Independent Director of the company, not liable to retire by rotation and to hold office of a term of 5 (five) years on the Board of the Company.

Section 149 of the Act, and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section149(6) of the Act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board’s Report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.



Dr.S.D.Gosavi is not disqualified from being appointed as Director in term of Section 164 of the Act and have given their consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Dr.S.D.Gosavi for the office of Independent Director of the Company.

The Company has also received declaration from Dr.S.D.Gosavi that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Dr.S.D.Gosavi fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Dr.S.D.Gosavi are independent of the management.

*Other Details as per the SEBI (LODR) Regulations, 2015 (Reg. 36(3))*

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details of Dr. Shishir Dattatraya Gosavi</b>
	<i>Date of Birth</i>	26-11-1959
	<i>Age</i>	63 years
	<i>No. of meetings of the Board attended during the last one year</i>	Not Applicable
	<i>Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI (LODR) Regulations.</i>	Not Applicable
<b>a</b>	<i>A Brief Resume of the director</i>	Provided herein above
<b>b</b>	<i>Nature of expertise in specific functional areas;</i>	Consultant ENT, Otology, Endoscopic Sinus and Head and Neck Surgeon.
<b>c</b>	<i>Disclosure of relationships between directors inter-se;</i>	Not Applicable
<b>d</b>	<i>Names of the entities in which Dr. S.D.Gosavi (DIN No. 09315896) also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years</i>	Ashwini Prasad Hospital Pvt. Ltd.
<b>e</b>	<i>Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]</i>	3004 Equity Shares of Rs. 5/- each.
<b>f</b>	<i>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement</i>	Dr. S.D. Gosavi is working as Managing Director, Managing Trustee, Executive Director, Secretary & Member in various organizations, which gives him enough professional expertise and experience.

Copy of draft letter of appointment of Dr.S.D.Gosavi setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company, during business hours.

Dr.S.D.Gosavi is interested in the resolution set out respectively at Item No.2 of the Notice with regard to their respective resolution of appointment and to the extent of his shareholding interest, if any, in the Company.

No. Director, Key Managerial Personnel or their relatives, except Dr.S.D.Gosavi to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the special resolution set out at Item No.2 of the accompanying notice for the approval of the members.

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

**DILIP KULKARNI**  
**MANAGING DIRECTOR**  
**DIN: 00184727**

**Place: Shirol**  
**Date: 10.03.2023**



KPT INDUSTRIES LTD.,  
(CIN-L29130MH1976PLC019147)  
**Regd. Office :** Gat No. 320, Mouje Agar, At & Post Shirol, Tal. Shirol, Dist. Kolhapur 416103  
**Tel.:** 0231-2689900, **Fax :** 0231-2689946, **e-mail :** [kpt.ho@kpt.co.in](mailto:kpt.ho@kpt.co.in) **Web :** [www.kpt.co.in](http://www.kpt.co.in)

**POSTAL BALLOT FORM**

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

Sr. No :

Name and Registered address of the Sole / First Holder	:	
Name(s) of Joint Member(s) (if any)	:	
Registered Folio No./ DP ID No. / Client ID No. *(Applicable to members holding shares In dematerialized form)	:	
Number of Shares held	:	

I / We hereby exercise my / our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the special business stated in the Notice dated 10<sup>th</sup> March, 2023 of the Company by sending my / our assent or dissent to the said Resolutions by placing the tick (v) mark in the appropriate box below

Sr. No.	Description of Resolution (Special Resolution)	No. of Equity Share(s) held	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Consider continuation of appointment of Mrs. Prabha Prakash Kulkarni, as Non-Executive Woman Director (DIN No.00053598), on the board of the Company pursuant to Sections 149 and 152 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with Regulation 17(1A) as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
2.	To consider appointment of Dr. Shishir Dattatraya Gosavi, as an Independent Director (DIN No.09315896) of the Company, w.e.f. 10 <sup>th</sup> March, 2023 as per Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			

Place :

Date :

-----  
( Signature of Member )

**Details of E-voting**

EVSN (Electronic Voting Sequence Number)	User ID	PAN/ Sequence number
230310002		

Note:

1. Please return duly filled and signed Postal Ballot Form in the envelope enclosed.
2. Please read the instructions printed overleaf carefully before exercising your vote.
3. Last date for receipt of Postal Ballot Form on or before 16<sup>th</sup> April, 2023.
4. Voting facility will be available during following voting period:

Commencement of e-voting	Closure of e-voting
Saturday, 18 <sup>th</sup> March, 2023 9:00 AM IST	Sunday, 16 <sup>th</sup> April, 2023 5:00 PM IST

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

1. A member desiring to exercise his/her vote through postal ballot may complete this postal ballot form and send it to the scrutinizer, Mr. V. Sreedharan, Partner of V. Sreedharan & Associates, Company Secretaries, Bengaluru at the address of the Registrar & Share Transfer Agent of the company, LINK INTIME INDIA PVT LTD, Unit: KPT Industries LTD., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, in the attached self-address business reply envelop, on or before 5.00 P.M. on 16<sup>th</sup> April 2023. The postage will be borne and paid by the company. However, envelopes containing postal ballot form(s), if sent by courier or registered/speed post at the expense of the member on or before 5.00 P.M. on 16<sup>th</sup> April 2023 will also be accepted. All postal ballot forms received after this date and time will be strictly treated as if no reply was received from such member.
2. This form should be completed and signed by the member, as per the specimen signature registered with the first named member and in his/her absence by the next named member. In case postal ballot form is signed through a delegate/authorized person, a copy of power of attorney by the member shall be annexed to the ballot.
3. There will be only one postal ballot form for every folio/DP irrespective of the number of joint members. On receipt of the duplicate postal ballot form, the original will be rejected.
4. In case of shares held by companies, trusts, societies etc., the duly complete postal ballot form should be accompanied by a certified true copy of the board resolution/Authority Letter.
5. The voting rights for the equity shares are one vote per equity shares, registered in the name of the shareholder/beneficial owners as on the cut-off date i.e., 10th March 2023.
6. The scrutinizer's decision on the validity of a postal ballot will be final and binding.
7. Votes will be considered invalid on the following grounds:
  - a. If the Ballot Form is unsigned.
  - b. If the Members signature does not tally.
  - c. If the Member has marked ( ) both in favour and also against in the ballot paper.
  - d. If the ballot paper received is torn or defaced or mutilated to an extent that is difficult for Scrutinizer to identify either the Member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
  - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
8. Any Member who does not receive the Postal Ballot Form may either send email to [aishwarya.toraskar@kpt.co.in](mailto:aishwarya.toraskar@kpt.co.in)/[sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in) or may apply to the Registered Office of the Company at Gat no. 320, Mouje Agar, At & Post Shirol, Tal.Shirol, Dist. Kolhapur 416103 and obtain a duplicate Postal Ballot Form. The Postal Ballot Notice and the Postal Ballot Form can also be downloaded from our website [www.kpt.co.in](http://www.kpt.co.in).
9. A person who becomes Members of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. 10<sup>th</sup> March, 2023, may obtain the User ID and Password by sending a request at [sandip.pawar@linkintime.co.in](mailto:sandip.pawar@linkintime.co.in) or contact the registered office of the Company.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. The results of the Postal Ballot will be posted on the website of the Company viz. [www.kpt.co.in](http://www.kpt.co.in).
12. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for the same is enumerated in the Notes to the Postal Ballot Notice.
13. The date of declaration of result i.e. 17<sup>th</sup> April, 2023 shall be the effective date of passing the Special Resolutions.