



Regd. Office:

KPT Industries Ltd.

Gat No. 320, Mouje Agar,

A/P & Taluka, Shirol - 416 103,

Dist. Kolhapur, Maharashtra, India.

T: +91 231-2689900

F: +91 231-2689946

E: kpt.ho@kpt.co.in

CIN: L29130MH1976PLC019147

KPT POWER TOOLS

KPT BLOWERS

KPT E-VEHICLES

www.kpt.co.in

KPT/SECR/STKEXG/21-22

www.listing.bseindia.com

31st August, 2021

BSE Limited

Corporate Relationship Department

2nd Floor, New Trading Ring,

P.J. Towers, Dalal Street,

MUMBAI 400 001

Dear Sir,

Sub: - Intimation of Notice of 45th Annual General Meeting of the Company.

In compliance with the Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of the Company's 45th Annual General Meeting scheduled to be held on Monday, the 27th September, 2021 at 11.30 a.m. at Registered Office of the Company at Gat no. 320, Mouje Agar, Tal. Shirol, Dist. Kolhapur- 416103, Maharashtra.

This is for your information and record please.

Thanking you,

Yours faithfully,

For **KPT Industries Ltd.**,

(Formerly known as Kulkarni Power Tools 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,

Dist. Kolhapur, Maharashtra, India,

T: +91-231-2689900

F: +91 231-2689946

E: export.kpt@kpt.co.in

CIN: L29130MH1976PLC019147

KPT INDUSTRIES LIMITED

(Formerly known as Kulkarni Power Tools Ltd.)

Regd. Office: Gat. No. 320, Mouje Agar, Tal. Shirol - 416 103 Dist. Kolhapur

CIN :L29130MH1976PLC019147

NOTICE

NOTICE is hereby given that the Forty-fifth Annual General Meeting of the Members of **KPT Industries Ltd.**, (Formerly known as Kulkarni Power Tools Ltd.), will be held on Monday the 27th day of September, 2021, at 11.30 a.m., at the Registered Office of the Company at Gat No. 320, Mouje Agar, Tal. Shirol-416 103, Dist. Kolhapur, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements for the year ended on 31st March, 2021 and the Board's & Auditor's Reports, thereon.
2. To declare dividend for the financial year ended on 31st March, 2021.
3. To appoint a Director in place of **Mr. Prakash Kulkarni, Director (DIN: 00052342)**, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of **Dr. Ketan Pai, Director (DIN: 06980628)**, who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

5. **To consider reappointment of Mr. Prakash Kulkarni, as Executive Chairman (DIN No.00052342), for a period of 5 years, w.e.f. 1st April, 2021 to 31st March, 2026, as per Sections 196 and 197 with the same current remuneration for a period of 3 years from 1st April, 2021 to 31st March, 2024, as per Section II of Part II of Schedule V of the Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification(s), following resolution as a **Special Resolution**:

“RESLOVED THAT as recommended by Nomination & Remuneration Committee and approved by the Board, the Company hereby accords its approval for the reappointment of Mr. Prakash Kulkarni, as a Whole time Director designated as an Executive Chairman (DIN No.00052342), for a period of 5 years, w.e.f.1st April, 2021 to 31st March, 2026, as per Sections 196 and 197 of Companies Act,2013 with the same current remuneration for a period of 3 years w.e.f. 1st April, 2021 to 31st March, 2024, as per Section II of Part II of Schedule V of the Companies Act, 2013. This will be subject to review at the end of three years.”

“RESOLVED FURTHER THAT the draft supplementary agreement to be entered into with Mr.Prakash Kulkarni, containing his reappointment as Executive Chairman (DIN No.00052342), for a period of 5 years, w.e.f. 1st April, 2021 to 31st March, 2026, as per Sections 196 and 197 of the Companies Act, 2013 with the same current remuneration & terms for a period of 3 years w.e.f. 1st April, 2021 to 31st March, 2024, as per Section II of Part II of Schedule V of the Companies Act, 2013, which will be subject to review at the end of three years, be and is hereby specifically sanctioned, with a liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and / or of the agreement in such manner, as may, from time to time, or to be in consonance with any revised terms and conditions as may be prescribed under the provisions of Sections 196 and 197 or Section II of Part II of Schedule V of the Companies Act, 2013 or any modification(s) thereto, as may be agreed to, between the Board of Directors and Mr. Prakash Kulkarni (DIN No.00052342).”

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

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

By Order of the Board of Directors

Place : Shirol
Date : 14th August, 2021

Dilip Kulkarni
Managing Director
DIN: 00184727

NOTES:

- 1] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2] The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September 2021 to 27th September, 2021 (both days inclusive).
- 3] The Company has transferred the unclaimed dividends declared upto the financial year 2013 to the Investor Education and Protection Fund of the Central Government. All Members who have either not received or have not encashed dividends for the financial years 2014 to 2015 are requested to write to the Company's Share Department at the aforesaid address for issuance of duplicate dividend warrant(s), mentioning the relevant Folio No.(s) or Client ID No.
- 4] Members / Proxies are requested to bring their copies of the Annual Reports as the practice of distributing copies at the time of meeting has since been discontinued.
- 5] Members intending to require information about accounts to be explained in the Annual General Meeting are requested to inform the Company atleast seven days in advance of the meeting.
- 6] Members are requested to notify immediately any change of their address.
- 7] The Securities and Exchange Board of India has directed compulsory trading of Company's scrip in dematerialized form by all investors. The Equity Shares of the Company are available for Dematerialisation with National Securities Depository Limited and Central Depository Services (India) Limited.
- 8] The Company has appointed M/s.Link Intime India Pvt.Ltd., to act as Registrar and Share Transfer Agents of the Company. The members are requested to send all share transfers and other correspondence to M/s.Link Intime India Pvt.Ltd., at the following address:
M/s.Link Intime India Pvt.Ltd.,
Unit: **KPT INDUSTRIES LIMITED.** (Formerly known as Kulkarni Power Tools Ltd.)
Block No.2, Akshay Complex,
Near Ganesh Temple, Off Dhole-Patil Road,
Pune – 411 001
- 9] Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
- 10] In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kpt.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.
- 11] **The instructions for shareholders for Remote e-voting are as under:**
 - (i) The voting period begins on Friday the 24th September, 2021 at 9.00 a.m. (IST) and ends on Sunday the 26th September, 2021 at 5.00 p.m.(IST). During this period Shareholders of the Company, holding

shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2021 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.

- (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** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 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 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL : https://www.evoting.nsd.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 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 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. 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/NSDL

Login type	Helpdesk details
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 and 022-23058542/43.
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

(v) Login method for e-voting for shareholders other than individual shareholders holding in Demat Form & physical shareholders.

- 1) The shareholders should log on to the e-voting website 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 and voted on an earlier 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:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
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"> • 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.
Dividend Bank Details OR 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"> • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 3.

- (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) **Facility for Non – Individual Shareholders and Custodians - Remote Visiting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non individual shareholders are required to send 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 , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

12] Process For Those Shareholders Whose Email/Mobile No. 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to aishwarya.toraskar@kpt.co.in/ 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.

13] If you have any queries or issues regarding e-voting, from the e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

14] 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 - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

15] Members may note that as per the Income Tax Act,1961("IT Act"), as amended by the Finance Act,2020, dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the Shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to Shareholders, subject to approval of dividend by the shareholders in the ensuing AGM.

The TDS rate would vary depending on the residential status of the Shareholder and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents with Company (i.e. Form 15G / 15H) and also ensure sufficient compliance under Section 206AA and 206AB of the Income Tax Act,1961, (as amended) i.e. submission and registration of valid PAN with the Company.

The Company reserves its right to recover any demand raised subsequently on the Company for not informing the Company or providing wrong information about applicability of Section 206AB.

For further information, Shareholders are requested to refer to the email communication sent to them in this regard.

By Order of the Board of Directors

**Place : Shirol
Date : 14th August, 2021**

**Dilip Kulkarni
Managing Director
[DIN 00184727]**

EXPLANATORY STATEMENT UNDER SECTION 102 (1) AND SECTION 110 OF THE COMPANIES ACT, 2013**ITEM NO.5**

Mr.Prakash Kulkarni (DIN No.00052342), was reappointed as Managing Director, in the Board Meeting held on 12th August, 2015, which was subsequently approved by the Members in the 39th AGM held on 30th September, 2015, for a period of 5 years from 1st April, 2016 to 31st March, 2021. Further, he was re-designated as Executive Chairman of the Company, by the Board of Directors in its Meeting held on 10th August, 2019.

The 5 years period of appointment of Mr. Prakash Kulkarni (DIN No.00052342), has ended on 31st March, 2021.

On the basis of recommendation from Nomination & Remuneration Committee and considering the contributions and responsibilities shouldered by Mr.Prakash Kulkarni, (DIN No.00052342), since inception of the Company, the Board of Directors in its meeting held on 30th June, 2021, has approved and ratified the reappointment of Mr.Prakash Kulkarni, as Executive Chairman (DIN No.00052342), for a period of 5 years, w.e.f. 1st April, 2021 to 31st March, 2026, as per Sections 196 and 197 of the Companies Act, 2013 with the same current remuneration of Rs.84.00 lacs per annum, for a period of 3 years from 1st April, 2021 to 31st March, 2024, as per Section II of Part II of Schedule V of the Companies Act, 2013, subject to review at the end of 3 years and approval of the Shareholders in the ensuing Annual General Meeting of the Company.

The said reappointment fulfills the conditions for the appointment of Mr.Prakash Kulkarni (DIN No.00052342), as Executive Chairman, as per Part I of Schedule V of the Companies Act, 2013, except that Mr.Prakash Kulkarni (DIN No.00052342), has attained the age of 70 years as on 16th July 2013. Therefore, it is necessary to seek approval of the members for the reappointment of Mr.Prakash Kulkarni, (DIN No.00052342), as an Executive Chairman for a period of 5 years as per Sections 196 and 197 read with Schedule V and his remuneration, for a period of 3 years, as per Section II of Part II of Schedule V of the Companies Act, 2013, w.e.f. 1st April, 2021.

Mr.Prakash Kulkarni (DIN No.00052342), is Licentiate in Textile Manufacturing from VJTI, Mumbai. He is having rich experience of 57 years in the industry, as a Managing Director for last 27 years and as an Executive Chairman of the Company for last 3 years. He is a founder and promotor of the Company.

Mr.Prakash Kulkarni (DIN No.00052342), is responsible for the overall management of the Company under the supervision, control and direction of the Board of Directors. He is devoting his full time, attention and ability to the business and affairs of the Company. He is faithfully serving the Company and using his utmost endeavors to promote the interest of the Company.

In view of the above and considering the contributions and responsibilities of Mr.Prakash Kulkarni, (DIN No.00052342), as a promoter for overall management, since inception of the Company, his full time devotion by using his utmost endeavor, the Board of Directors recommends approval of the members of the Company for reappointment of Mr.Prakash Kulkarni, (DIN No.00052342), as Executive Chairman, for a further period of 5 years with the same remuneration of ₹ 84.00 lacs per annum with all other perquisites and commission on profits, for a period of 3 years w.e.f. 1st April, 2021.

The remuneration and the perquisites of Mr.Prakash Kulkarni (DIN No.00052342), are set out in the draft agreement referred to in the resolution at item No.5 of the Notice and are subject to the approval of the Shareholders of the Company under the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, for a period of 3 years, w.e.f 1st April, 2021. The material terms of appointment of Mr.Prakash Kulkarni as an Executive Chairman, as set out in a draft agreement, are as follows:

- I. Salary : Rs. 7,00,000/- per month.
- II. Perquisites, Benefits and Allowances
 - i) In addition to the salary and commission payable, the Executive Chairman shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent and maintenance allowances, in lieu thereof; together with reimbursement of expenses or allowances for utilities such as

gas, electricity, water, furnishings, repairs, servants' salaries; medical reimbursement, club fees and leave travel concession / allowance for himself and his family, medical / accident insurance and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board and the Executive Chairman, such perquisites and allowances will be subject to such overall ceiling as may be fixed by the Board from time to time.

- ii) Company maintained car with driver for official and personal use.
- iii) Telecommunication facilities at residence.
- iv) Leave and encashment of un-availed leave as per the Rules of the Company.
- v) Company's contribution to Provident Fund.
- vi) Gratuity:
As per the rules of the Company.
- vii) Commission will be as per the provisions of Sections 196 and 197 and Section II of Part II of Schedule V of Companies Act, 2013. However, the remuneration as above plus the commission will have a ceiling of 6% of the profit of the Company.

In the event of any loss or inadequacy of profit in any financial year, subject to Section II of Part II of Schedule V of Companies Act, 2013, or any modifications thereof, the Executive Chairman shall be paid the above remuneration by way of salary and perquisites as specified above as the minimum remuneration.

This may be treated as the abstract of the terms of appointment of Mr. Prakash Kulkarni (DIN No.00052342), under the provisions of Sections 196 and 197 read with Schedule V and his remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013. The Copy of the agreement as mentioned hereinabove is available at the registered office of the Company during the Business Hours for inspection of members pursuant to Sec. 190 of the Companies Act, 2013.

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

1.	Names of the listed companies in which Mr. Prakash Kulkarni (DIN No.00052342) holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years	NIL
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The Board of Directors recommends the Special Resolution set out at Item No.5 of the accompanying Notice for the approval of the Members.

Mr.Prakash Kulkarni (DIN No.00052342), is concerned or interested in Special Resolution under Item No.5 of the accompanying Notice. Mrs.Prabha Kulkarni (DIN00053598), Director and wife of Mr.Prakash Kulkarni (DIN No.00052342), and Dr.Ketan Pai, Director (DIN 06980628) and nephew of Mr.Prakash Kulkarni (DIN No.00052342), shall be deemed to be concerned or interested in the Special Resolution.

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.5 of the Notice.

By Order of the Board of Directors

Place : Shiroi
Date : 14th August, 2021

Dilip Kulkarni
Managing Director
[DIN: 00184727]



KPT Industries LTD.

Regd. Office : Gat No.320, Mouje Agar,
A/P & Taluka: Shirol -416 103, Dist.Kollhapur, Maharashtra
CIN :L29130MH1976PLC019147

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. / Client ID & DP ID* :

I/We, being the member(s) of _____ Shares of the above named Company, hereby appoint

1. _____ of _____ having email id _____ Signature _____ or failing him
2. _____ of _____ having email id _____ Signature _____ or failing him
3. _____ of _____ having email id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty-fifth Annual General Meeting of the Members of KPT Industries Ltd., to be held on Monday, the 27th September, 2021, at 11:30 a.m., at the Registered Office of the Company at Gat No. 320, Mouje Agar, A/P & Taluka: Shirol -416 103, Dist. Kolhapur, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particular of Resolution(s)	For	Against
1.	To receive, consider and adopt the Financial Statements for the year ended on 31 st March, 2021 and the Board's & Auditor's Reports, thereon.		
2.	To declare dividend for the financial year ended on 31 st March, 2021.		
3.	To appoint a Director in place of Mr.Prakash Kulkarni, Director (DIN: 00052342), who retires by rotation and, being eligible, seeks re-appointment.		
4.	To appoint a Director in place of Dr.Ketan Pai, Director (DIN: 06980628), who retires by rotation and, being eligible, seeks re-appointment		
5.	To consider reappointment of Mr.Prakash Kulkarni, as Executive Chairman (DIN No.00052342), for a period of 5 years, w.e.f. 1 st April, 2021 to 31 st March, 2026, as per Sections 196 and 197 with the same current remuneration for a period of 3 years from 1 st April, 2021 to 31 st March, 2024, as per Section II of Part II of Schedule V of the Companies Act, 2013.		

* Applicable to Shareholders holding shares in electronic form.

Signed this _____ day of _____, 2021.

Signature of Shareholder: _____

Affix
Revenue
Stamp

Note:

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 ensuing Annual General Meeting.

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