

Regd. Office & Works :
Shirol, Dist. Kolhapur - 416 103.
Maharashtra (India)
Tel. : 00-91-2322-661500
Fax : 00-91-2322-661546
E-mail : kpt.ho@kpt.co.in
www.kpt.co.in



CIN - L29130MH1976PLC019147

KPT/SECR/STKEXG/17-18

www.listing.bseindia.com

30th August, 2017

BSE Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai-400 001

Dear Sir/ Madam,

Sub. : Postal Ballot Notice and form

In continuation to our letter dated July 28, 2017 regarding the outcome of the Board Meeting, 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 August 11, 2017.

This is for your information and records.

Thanking you,

Yours faithfully,
For Kulkarni Power Tools Ltd.,


Umesh Chinchawade
Compliance Officer



INTERNATIONAL BUSINESS DIVISION : Shirol, Dist. Kolhapur - 416 103. (India) Tel.: 00-91-2322-661500
Fax : 00-91-2322-661546 E-mail : export.kpt@kpt.co.in
CIN - L29130MH1976PLC019147

KULKARNI POWER TOOLS LTD.,

(CIN-L29130MH1976PLC019147)

Regd.Office- At & Post Shirol, Tal.Shirol, Dist.Kolhapur 416103

Tel.02322-661500, Fax-02322-661546, Web.www.kpt.co.in

e-mail- kpt.ho@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 110 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolution appended below is proposed to be passed by way of Postal Ballot and electronic voting (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, completed and signed, in the enclosed self-addressed prepaid postage envelope, so as to reach the Scrutinizer on or before 6:00 p.m. on Thursday, 21st September, 2017. You have the option to vote either by Postal Ballot or through 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 e-voting will be declared on Tuesday, 26th September, 2017, 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.

ITEM : Change in Object Clause of Memorandum of Association**RESOLUTION :**

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification/s or re-enactment thereof the Memorandum of Association of the Company be and is hereby altered by inserting the following paragraph as new addition as Clause No. 36 under the objects incidental of the Memorandum of Association of the Company.

- 36.** To manufacture, distribute, service, purchase, sell and carry on the business of electric / battery operated vehicles and related accessories, parts and spares.

RESOLVED FURTHER THAT consequent to above, existing Clause Nos. 36 to 46 be renumbered as Clause Nos. 37 to 47.

RESOLVED FURTHER THAT any of the Directors of the Company be and are severally authorized to file necessary Forms, with the Office of Registrar of Companies, Maharashtra (Pune), in accordance with the relevant provisions of the Companies Act, 2013 and to do all such things, matters as deemed necessary to give effect to this resolution."

By Order of the Board Of Directors**Place : Mumbai****Date : 28th July, 2017****Prakash Kulkarni
Managing Director
DIN: 00052342**

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act is given herein below.
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 11-8-2017.
3. The Board of Directors have appointed Mr.M.B.Kasodekar, Partner, M/s.MRM Associates, Company Secretaries in Practice, Pune, as 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 23-8-2017 at 9.00 a.m. and will close on 21-9-2017 at 6.00 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 instructions for shareholders voting electronically are as under :**
 - (i) The voting period begins on 23-8-2017 at 9.00 a.m. on 21-9-2017 at 6.00 p.m.
 - (ii) During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11-8-2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) The Shareholders should log on to the e-voting website www.evotingindia.com
 - (iv) Click on Shareholders.
 - (v) 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. Members holding Shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.

(viii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form as indicated in the PAN field.
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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Kulkarni Power Tools Ltd., on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The general awareness pursued by governments of having clean air, water sanitation and constraint in petroleum production has thrown open opportunities for companies to get into newer business. One of the area is using vehicles running on batteries or solar panels.

There are certain products which do not need any capital outlay and can be assembled with ease. To utilise this opportunity and to enter into this new sector, it is proposed to diversify Companies activities in the area of environment business by manufacturing or distributing electric / battery operated vehicles and related accessories, parts and spares.

The present infrastructure and resources available with the Company are adequate to carry on the above business activities.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the members is necessary for alternation of the Object Clause of the Memorandum of Association.

Your Directors are of the view that the proposed business can be conveniently and advantageously be combined with current business of the Company. Accordingly, the Directors propose to add this new environmental business as Clause No. 36 under the objects incidental of the Memorandum of Association of the Company, as set out in the item of the Notice.

None of the Directors of the Company is, in any way, concerned or interested in the resolution.

A copy of the Memorandum of Association together with all the proposed amendments is available for inspection at the registered office of the Company between 11.00 a.m. and 1.00 p.m on all working days except Mondays and holidays upto the date of the meeting.

By Order of the Board Of Directors

Place : Mumbai
Date : 28th July, 2017

Prakash Kulkarni
Managing Director
DIN: 00052342

KULKARNI POWER TOOLS LTD.,
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POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1.	Name and address of the Sole/First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered Folio No./DP ID No. /Client ID No.* (* Applicable to investors holding Shares in dematerialized form)	
4.	Number of Shares held	

5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the special business stated in the notice of the postal ballot dated 28th July, 2017 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below;

Item	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution for Change in Object Clause of Memorandum of Association			

Place:

Date:

(Signature of the Member)

Notes:

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Last date for receipt of the Postal Ballot Form by the Scrutinizer is **21st September, 2017.**

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence Number
170804002		

Notes:

1. The E-voting facility will be available from 23rd August,2017 (9:00 a.m.) to 21st September,2017(5:00 p.m.)
2. For e-voting refer to the instructions for voting provided in the Postal Ballot Notice at Note No. 9.

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. M.B. Kasodekar, Partner M/s. MRM Associates, Company Secretaries in practice, Pune, at the address of the Registered Office of the Company at & Post Shirol 416103, Dist.Kolhapur, in the attached self-addressed business reply envelope, on or before 5.00 P.M. on 21st September 2017. The postage will be borne and paid by the Company.
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. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 5:00 p.m. on 21stSeptember, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the Member's 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 it 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.
7. Any Member who does not receive the Postal Ballot Form may either send email to vikas.sonavale@kpt.co.in or may apply to the Registered Office of the Company At & Post 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.
8. 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. 11th August, 2017, may obtain the User ID and Password by sending a request at bhagwant.sawant@linkintime.co.in or contact the registered office of the Company.
9. 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 record date i.e. 11th August, 2017.
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 Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. The result of the Postal Ballot will be posted on the website of the Company website [-www.kpt.co.in](http://www.kpt.co.in).

- 13.** 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 despatching Postal Ballot Form. E-voting is optional. The detailed procedure for the same is enumerated in the Notes to the Postal Ballot Notice.
- 14.** Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- 15.** The date of declaration of result i.e, 26th September, 2017 shall be the effective date of passing the Special Resolution.