
KULKARNI POWER TOOLS LTD.

Shirol - 416 103 Dist. Kolhapur

NOTICE

NOTICE is hereby given that the Forty-second Annual General Meeting of the Members of Kulkarni Power Tools Ltd., will be held on Saturday, the 29th day of September, 2018, at 4.00 p.m, at the Registered Office of the Company at 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, 2018 and the Board's & Auditor's Reports, thereon.
2. To appoint a Director in place of Mrs. Prabha Kulkarni, Director (DIN : 0053598), who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Dilip Kulkarni, Director (DIN : 00184727), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

4. Change in the name of the Company from **KULKARNI POWER TOOLS LTD.**, to **KPT Ltd.**

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the provisions as contained in the Memorandum of Association and Articles of Association and the rules made thereunder, the approval of the Shareholders of the Company be and is hereby accorded to the change of name of the Company from **“Kulkarni Power Tools Limited”** to **“KPT Limited”** or any other such name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT an application for availability of name be made to the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Mr. Prakash Kulkarni, Vice Chairman & Managing Director and Mr. D. B. Kulkarni, Executive Director be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

Dilip Kulkarni
Executive Director
DIN: 00184727

Place : Mumbai

Date : 13th August, 2018

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 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 23rd September, 2018 to 29th September, 2018 (both days inclusive).
- 3] The Company has transferred the unclaimed dividends declared upto the financial year 2010 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 2011 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 at least 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: Kulkarni Power Tools Limited
Block No.2, Akshay Complex,
Near Ganesh Temple,
Off Dhole-Patil Road,
Pune – 411 001

9] The instructions for Shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, the 26th September, 2018, at 9.00 a.m. (IST) and ends on Friday, the 28th September, 2018, 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 of 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 / Attendance Slip 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Kulkarni Power Tools Ltd., on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **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.**

(xix) 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.

(xx) 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.

By Order of the Board of Directors

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

Place : Mumbai

Date : 13th August, 2018

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

ITEM No. 4

The Company diversified its objects and activities. Hence, it is proposed to change the name of the Company to reflect the diversified nature. It is proposed the new name as **KPT Limited**, in place of the current name as Kulkarni Power Tools Ltd., as our Trade Mark is registered in the same form since 1997 and to fall in line with the diversified activities of the Company. The Board in their meeting held on 25th May, 2018 approved change of name.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors

**Dilip Kulkarni
Executive Director
DIN: 00184727**

Place : Mumbai

Date : 13th August, 2018



KULKARNI POWER TOOLS LTD.

Regd. Office : Shirol-416 103, Dist.Kolhapur
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-second Annual General Meeting of the Members of Kulkarni Power Tools Ltd., to be held on Saturday, the 29th September, 2018, at 4.00 p.m., at the Registered Office of the Company at 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, 2018 and the Board's & Auditor's Reports, thereon.		
2.	To appoint a Director in place of Mrs.Prabha Kulkarni, Director (DIN : 0053598), who retires by rotation and, being eligible, seeks re-appointment.		
3.	To appoint a Director in place of Mr. Dilip Kulkarni, Director (DIN : 00184727), who retires by rotation and, being eligible, seeks re-appointment.		
4.	Change in the name of the Company from KULKARNI POWER TOOLS LTD. , to KPT Ltd.		

* Applicable to Shareholders holding shares in electronic form.

Signed this _____ day of _____, 2018.

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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