

KPT Industries LTD.

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

NOTICE

NOTICE is hereby given that the Forty-Eighth Annual General Meeting of the Members of **KPT Industries Ltd.**, will be held on Thursday the 08th day of August, 2024, at 11:00 a.m., at the Registered Office of the Company situated 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 Audited Financial Statements for the year ended 31st March, 2024 and the Board's & Auditor's Reports, thereon.
2. To declare dividend for the financial year ended 31st March, 2024.
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. To appoint a Director in place of Mrs. Prabha Kulkarni, Director (DIN: 00053598), who retires by rotation and, being eligible, seeks re-appointment.
5. To Ratify the Remuneration of Cost Auditor.

"RESOLVED THAT pursuant to the provisions of Section 148 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s R. C. K & Co. Cost Accountants, Pune, having Firm Registration No. 002587, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, on such remuneration as may be mutually agreed between M/s R. C. K & Co. Cost Accountants, Pune and Mr. Dilip Kulkarni, Managing Director of the Company, be and is hereby ratified/approved by the Members of the Company."

RESOLVED FURTHER THAT Mr. Prakash Kulkarni (DIN: 00052342) Executive Chairman or Mr. Dilip Kulkarni (DIN: 00184727) Managing Director of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, or expedient to give effect to this resolution."

SPECIAL BUSINESS:

6. **To continue the current payment of remuneration to be paid to Mr. Dilip Kulkarni (DIN: 00184727) Managing Director, from 1st April, 2024 to 31st March, 2027, as per Section 197 read with 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), the following resolution as a **Special Resolution**:

"RESOLVED THAT, subject to the provisions of Sections 197, 198, Schedule V read with the Companies (Appointment and Remuneration) Rules, 2014 and as recommended by the Nomination & Remuneration Committee and approved by the Board, the Company hereby accords its approval for the continuation of the current remuneration payable to Mr. Dilip Kulkarni (DIN: 00184727) Managing Director, of Rs.7,00,000/- (Rupees Seven Lakhs) as basic salary, per month, w.e.f. 1st April, 2024 to 31st March, 2027, with a maximum ceiling as per Section II of Part II of Schedule V of the Companies Act, 2013, in case of inadequacy of profits."

"RESOLVED FURTHER THAT, on the basis of further recommendation by the Nomination & Remuneration Committee and approved by the Board, the Company also approves the continuation of current remuneration of Rs.7,00,000/- (Rupees Seven Lakhs) as basic salary, per month, plus commission with a proposed 4% ceiling, as per Section 197 of the Companies Act, 2013, in case of profits, for a further period of 3 years, i.e. from 1st April, 2024 to 31st March, 2027."

"RESOLVED FURTHER THAT, the draft supplementary agreement to be entered into with Mr. Dilip Kulkarni (DIN: 00184727) Managing Director, containing terms and conditions, including remuneration, as placed before this meeting, be and is hereby specifically approved / sanctioned, with a liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement in such manner, as may, from time to time, be required or to be in consonance with any revised terms and conditions as may be prescribed under the provisions of Section 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. Dilip Kulkarni (DIN : 00184727) Managing Director."

"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."

By Order of the Board of Directors

Prakash Kulkarni
Executive Chairman
DIN: 00052342

Place: Shirol
Date: May 06, 2024

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 Friday the 2nd August, 2024 to Thursday the 08th August, 2024 (both days inclusive). A person whose name appears in the register of Members/ Beneficial Owners as on the cut-off date i.e. 01/08/2024 only shall be entitled to payment of dividend for the financial year 2023-2024.
- 3] The Company has transferred the unclaimed dividends declared upto the financial year 2015 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 2019 to 2023 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. The details of such unclaimed dividends are available on the Company's website (www.kpt.co.in). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. <http://www.iepf.gov.in/>.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

- 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 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 the company immediately in case of change in 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
Block No.2, Akshay Complex,
Near Ganesh Temple, off Dhole-Patil Road,
Pune – 411 001

- 9] The Board of Directors has appointed Mr. V. Sreedharan, (FCS 2347 CP No. 833), in his absence, Mr. Pradeep B. Kulkarni (FCS 7260 CP No. 7835) Partners of V. Sreedharan & Associates, Company Secretaries, Bengaluru, as the scrutinizer for conducting scrutiny of voting process at the Annual General Meeting of the Company in a fair and transparent manner.
- 10] Instructions to Shareholders as per SEBI Circulars issued from time to time:
 - a) Special instructions to corporate investors to submit the Board resolution passed under Section 113 of the Companies Act,2013
 - b) Instructions to joint shareholders-In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - c) That the notice and annual report is dispatched to the members and a copy of the notice and annual report is available at the website of the Company viz. (www.kpt.co.in) and also on the website of the Bombay Stock Exchange at viz. (www.bseindia.com).
 - d) Following documents are available for inspection during the AGM.
 - I) Register of director and KMP, Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
 - II) All such documents referred to in this Notice and the Explanatory Statement.
 - e) Members are requested to register their e-mail address in respect of shares held in electronic form with the Depository through their Depository Participant(s).

- f) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant and not to the Company.
- g) Members who are holding shares in physical form are requested to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to the RTA, along with the full address of the RTA.
- h) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.
- i) Members are instructed that in accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
- j) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or at the registered office of the Company.
- k) As per SEBI instructions, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
- l) Holder of physical securities who fail to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, RTA will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- m) SOP for dispute resolution mechanism shall be as per SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022. The above SOP is available on the website of the company viz. www.kpt.co.in.
- n) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or Registrar and Share Transfer Agent of the company or their Depository Participant, as the case may be:
 - a) the change in the residential status on return to India for permanent settlement,
 - b) the particulars of the NRE account with a bank in India, if not furnished earlier.

The results of e-voting shall be declared through Disclosures on BSE website (www.bseindia.com) & on company website (www.kpt.co.in).

11] THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Monday the 05th August, 2024 at 09:00 A.M. (IST) and ends on Wednesday the 07th August, 2024 at 05:00 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 01st August, 2024 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 abovesaid 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 CDSL Depository	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.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. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 (DP)	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 abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- (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 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 will be mapped automatically & can be delink 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 mandatory 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 (designated email address by Company), 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), AADHAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
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 & joining virtual meetings 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 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 or call at toll free No.1800 22 55 33.

By Order of the Board of Directors

Prakash Kulkarni
Executive Chairman
[DIN: 00052342]

Place : Shirol
Date : May 06, 2024

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

ITEM NO.5

As per Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Shareholders. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the Cost Auditor is required to approve the remuneration payable to them and the remuneration so approved by the Board shall be ratified by the Shareholders. Accordingly, as recommended by the Audit Committee, the Board has appointed M/s. R C K & Co., (Firm Registration Number 002587), as Cost Auditor of the Company for the FY 2024-25 at a remuneration of Rs. 1,90,000/- (Rupees One Lakh Ninety Thousand only) (Exclusive of out of pocket expenses) plus applicable taxes.

The approval of the shareholders is sought by passing an ordinary resolution as set out at item no. 5 in the notice, pursuant to the provisions of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the above resolution financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.5 as an Ordinary Resolution.

ITEM NO.6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 06th May, 2024 approved the continuation of current remuneration payable to Mr Dilip Kulkarni (DIN:00184727) Managing Director.

Therefore, it is necessary that, we seek Members approval for the continuation of current remuneration payable to Mr Dilip Kulkarni (DIN: 00184727) Managing Director of Rs. 7,00,000/- as a basic salary per month, with a maximum ceiling as per Section II of Part II of Schedule V of the Companies Act, 2013, in case of inadequacy of profits and also for the continuation of remuneration of Rs. 7,00,000/- as a basic salary per month, plus commission with a proposed 4% ceiling, as per Section 197 of the Companies Act, 2013, in case of profits for a further period of three years, i.e. from 01st April, 2024 to 31st March, 2027.

Details as per point (iv) of Section II Part II of Schedule V:

I. General Information:

- (1) Nature of industry: Engineering i.e. manufacturing of electric power tools, industrial blowers, control motors and battery operated electric vehicles (e-carts).
- (2) Date of commencement of commercial production: 30-07-1976.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable**
- (4) Foreign investments or collaborations, if any: **Not Applicable**

II. Information about the appointee:

- (1) Background details: Has Bachelor's degree in Arts & Commerce from Shivaji University, Kolhapur, Maharashtra and Master's Degree in Commerce from Pune University, Pune, Maharashtra. He is having rich experience of 46 years in the Company, as a Whole Time Director for 10 years and as a Managing Director of the Company for last 5 years.
- (2) Past remuneration: Rs. 84,00,000/- P.A. (Rupees Eighty Four Lakhs Only).
- (3) Recognition or awards: **Not Applicable**.
- (4) Job profile and his suitability: Has Bachelor's degree in Arts & Commerce from Shivaji University, Kolhapur, Maharashtra and Master's Degree in Commerce from Pune University, Pune, Maharashtra. He is having rich experience of 46 years in the Company, as a Whole Time Director for 10 years and as a Managing Director of the Company for last 5 years.
- (5) Remuneration proposed: Rs.7,00,000/- (Rupees Seven Lakhs) as basic salary, per month
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Remuneration is paid as per Section II of Part II of Schedule V of the Companies Act, 2013.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: **Not Applicable**.

III. Other information:

Steps taken or proposed to be taken for improvement: Company is in a constant process to increase top-line and control total overheads, for improvement.

Brief Profile of Mr. Dilip Kulkarni (DIN No. 00184727):

Mr. Dilip Kulkarni (DIN No.00184727), has Bachelor's degree in Arts & Commerce from Shivaji University, Kolhapur Maharashtra and Master's Degree in Commerce from Pune University, Pune, Maharashtra. He is having rich experience of 46 years in the Company, as a Whole Time Director for 10 years and as a Managing Director of the Company for last 5 years.

Mr.Dilip Kulkarni (DIN No.00184727), joined the Company in year 1978. He worked in different positions in Finance Department of the Company. Looking to his hard work, integrity and sincerity, he was elevated in the Board of Directors of the Company, as a Whole-time Director, in year 2007.

He strived hard, paid his full attention, devotion and perseverance for improvement of the Company's business and affairs. The dedication, hard work and contribution made by Mr. Dilip Kulkarni, to the Company, paid-off.

The average gross sale of the Company, during a long period of 31 years, i.e. from 1978 to 2009, was Rs.2,112.35 lacs, per year. This was improved substantially to Rs.11,468.59 lacs, per year, during 15 years i.e. from 2009 to 2024. The steps taken in this period, under the leadership of Mr.Dilip Kulkarni, changed the fortune of the Company and shall continue to do so.

Considering the efforts made by Mr.Dilip Kulkarni and his perseverance, towards overall growth of the Company, the Board of Directors recommends approval of the members of the Company by way of Special Resolution, for the continuation of current remuneration payable to Mr. Dilip Kulkarni (DIN: 00184727) Managing Director, of Rs. Rs.7,00,000/- (Rupees Seven Lakhs) as basic salary, per month with a maximum ceiling as per Section II of Part II of Schedule V of the Companies Act, 2013, in case of inadequacy of profits and also for the continuation of remuneration of Rs.7,00,000/- (Rupees Seven Lakhs) as basic salary, per month plus commission with a proposed 4% ceiling, as per Section 197 of the Companies Act, 2013, in case of profits, for a further period of three years, i.e. from 1st April, 2024 to 31st March, 2027.

The remuneration and the perquisites of Mr. Dilip Kulkarni (DIN No.00184727), are set out in the draft agreement referred to in the resolution at item No.6 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, 2024. The material terms of appointment of Mr. Dilip Kulkarni as a Managing Director, as set out in a draft agreement, are as follows:

- I. Salary: Rs.7,00,000/- (Rupees Seven Lakhs) as basic salary, per month
- II. Perquisites, Benefits and Allowances
 - i) In addition to the salary and commission payable, the Managing Director 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 Managing Director, 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 4% 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 Managing Director 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. Dilip Kulkarni (DIN No.00184727), 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(3))

Sl. No.	Particulars	Details of Mr. Dilip Kulkarni
1	Date of Birth	14-06-1949
2	Age	74 years
3	No. of meetings of the Board attended during the last one year	4 (Four)

Sl. No.	Particulars	Details of Mr. Dilip Kulkarni
4	<i>Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI LODR Regulations</i>	<i>01.04.2019</i>
5	<i>A Brief Resume of the director</i>	<i>Provided herein above</i>
6	<i>Nature of expertise in specific functional areas;</i>	<i>Accounts & Finance</i>
7	<i>Disclosure of relationships between directors inter-se;</i>	<i>He is not related to any other directors of the Company</i>
8	<i>Names of the entities in which Mr. Dilip Kulkarni (DIN No.00184727) 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>NIL</i>
9	<i>Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]</i>	<i>Mr. Dilip Kulkarni is an executive director and hence disclosure of his shareholding in the company does not arise. He does not hold any shares of the Company as on date.</i>
10	<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>

Mr. Dilip Kulkarni (DIN No.00184727), is concerned or interested in Special Resolution as per Item No.6 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.6 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No.6 of the accompanying Notice for the approval of the Members.

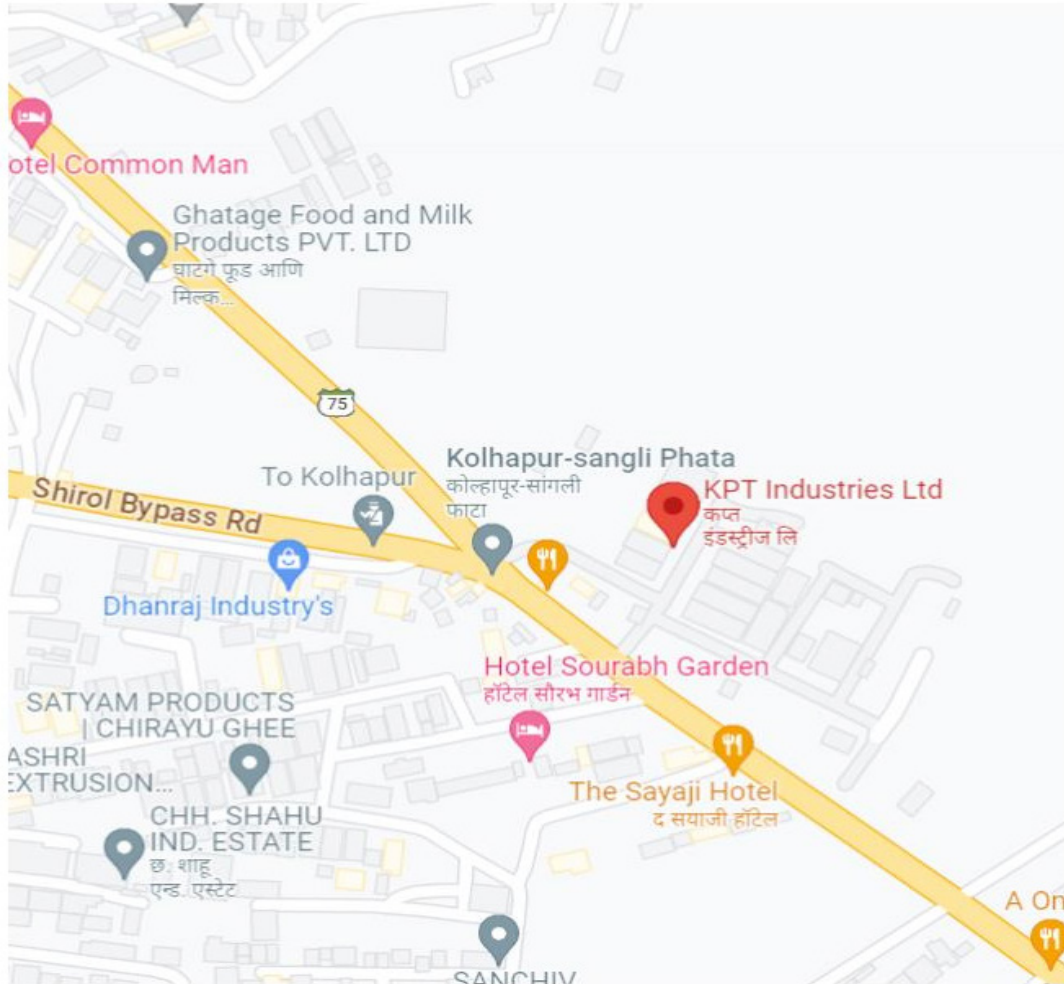
By Order of the Board of Directors

Prakash Kulkarni
Executive Chairman
[DIN: 00052342]

Place : Shirol

Date : May 06, 2024

Route Map to the Venue of 48th Annual General Meeting of the Shareholders of the KPT Industries Limited scheduled at Gat No. 320, Mouje Agar, At Post. & Tal. Shirol, 416 103, Dist. Kolhapur, Maharashtra India.



KPT Industries LTD.

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

* Applicable to Shareholders holding shares in electronic form.

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-eighth Annual General Meeting of the Members of KPT Industries Ltd., to be held on Thursday, the 08th August, 2024, at 11.00 a.m., at the Registered Office of the Company at Gat no. 320, Mouje Agar, At & Post Tal. 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 Audited Financial Statements for the year ended 31st March, 2024 and the Board's & Auditor's Reports, thereon.		
2.	To declare dividend for the financial year ended 31st March, 2024.		
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.	To appoint a Director in place of Mrs. Prabha Kulkarni, Director (DIN: 00053598), who retires by rotation and, being eligible, seeks re-appointment.		
5.	To Ratify the Remuneration of Cost Auditor.		
5.	To continue the current payment of remuneration to be paid to Mr. Dilip Kulkarni (DIN: 00184727) Managing Director, from 1st April, 2024 to 31st March, 2027, as per Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013.		

Signed this _____ day of _____, 2024.

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.

INSTRUCTIONS FOR FILLING, STAMPING, SIGNING AND/OR DEPOSITING THE PROXY FORM.

If any shareholder is unable to attend the meeting and would like to appoint a proxy to attend and vote on his/her behalf then he/she can appoint a proxy using the proxy form (MGT 11) attached to this Notice.

Following are the instruction for filling the proxy form:

1. Fill in your name, address and e-mail id in the space provided.
2. Fill in the number of shares held by you in the space provided.
3. You can appoint more than one proxy, provision for appointing up to three proxies is made available in the form attached to this notice.
4. Fill in the name, address, and e-mail id of the proxy.
5. A specimen signature of the person appointed as proxy needs to be obtained in the space provided.
6. The instrument of proxy shall be signed by the Shareholder or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and proxy holder(s).
7. An instrument of proxy duly filled, stamped, and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
8. An instrument of proxy is valid only if it is properly stamped by affixing Re. 1/- (Rupee One) revenue stamp as per the Indian Stamp Act, 1899. Unstamped or inadequately stamped proxy form(s) upon which the stamps have not been cancelled shall be considered as invalid.
9. The proxy-holder shall prove his identity at the time of attending the meeting.
10. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited and a proxy shall be accepted even on a holiday if the last date by which it could be accepted is a holiday.