

KPT INDUSTRIES LTD.,

(CIN-L29130MH1976PLC019147)

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

Tel.:- 0231-2689900, Fax:- 0231-2689946, 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 Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), read with General Circulars issued by the Ministry of Corporate Affairs, that the resolution appended below is proposed to be passed by way of Postal Ballot and electronic voting (remote e-voting). The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolutions along with a Postal Ballot Form is annexed herewith. Please read carefully the instructions printed on the Postal Ballot Form and the Notice and return Postal Ballot Form, duly completed and signed, in the enclosed self-addressed prepaid postage envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on 24th May 2024. You have the option to vote either by Postal Ballot or through remote e-voting, the procedure for which is set out in the Postal Ballot Form. Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and remote e-voting will be declared on 25th May 2024, at the Registered Office of the Company. Such Results, along with the Scrutinizer's Report, will be available on the Company's website www.kpt.co.in and will be forwarded to the BSE Limited.

RESOLUTION:

Item No.1– Appointment of Mr. Sanjay Ramakant Buch (DIN: 00391436), as an Independent Director, w.e.f. 01st April, 2024, as per Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act, and the rules made thereunder and the, applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being, in force) and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr.Sanjay Ramakant Buch, (DIN:00391436) who was appointed as an Additional Director in the capacity of an Independent Director, with effect from 01st April, 2024 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years w.e.f. 01st April, 2024 till 31st March, 2027, upon such remuneration, as may be decided by the Board of Directors ."

Item No.2– Appointment of Mr. Niraj Shishir Shirgaokar (DIN:00254525), as an Independent Director, w.e.f. 01st April, 2024, as per Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the rules made thereunder and the, applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Niraj Shishir Shirgaokar, (DIN: 00254525) who was appointed as an Additional Director in the capacity of an Independent Director, with effect from 01st April, 2024 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years w.e.f. 01st April, 2024 till 31st March, 2027, upon such remuneration, as may be decided by the Board of Directors.”

Item No.3– Appointment of Ms. Rama Sanjay Kirloskar (DIN: 07474724), as an Independent Director, w.e.f. 01st April, 2024, as per Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the rules made thereunder and the, applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Ms. Rama Sanjay Kirloskar, (DIN: 07474724) who was appointed as an Additional Director in the capacity of an Independent Director with effect from. 01st April, 2024 and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years w.e.f. 01st April, 2024 till 31st March, 2027, upon such remuneration as may be decided by the Board of Directors.”

BY ORDER OF THE BOARD OF DIRECTORS
KPT Industries LTD.

Place:- Shirol
Date :-01.04.2024

DILIP KULKARNI
MANAGING DIRECTOR
DIN: 00184727

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act is given herein below. It also contains all the disclosures as specified in the Act, SEBI LODR Regulations 2015 and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from the Depositories as on 12th April 2024 (“Cut-off Date”). Please note, however, that those members, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution, as set out in this Notice.
3. 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) or Ms. Devika Sathyanarayana (FCS 11323; CP No. 17024) Partners of V. Sreedharan & Associates, Company Secretaries, Bengaluru, as the Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.

4. In compliance with provisions of Section 110 of the Act, read with rules made thereunder, 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 Thursday, 25th April, 2024 at 9:00 a.m. and concludes on Friday, 24th May, 2024 at 5:00 p.m.
6. Resolutions passed by the members through postal ballot are deemed to have been passed effectively at the general meeting of the members.
7. Notice of postal ballot alongwith 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 printed copy and for those who have not registered their email addresses, printed copies of the same are being sent through the permitted mode.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 24th May, 2024 i.e., the last date specified for the remote e-voting/ receipt of Postal Ballot form by the members of the Company.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of despatch of the Postal Ballot Notice until the last date for receipt of Postal Ballot form / votes by remote e-voting.

11. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Thursday, 25th April, 2024 at 9.00 a.m. and ends on Friday, 24th May, 2024 at 5.00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th April, 2024, may cast their votes 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 numbers and email IDs 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"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.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. 2) 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 3) 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)	<p>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.</p>

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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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 Limited.
- (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, 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 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 card), AADHAR (self attested scanned copy of Aadhar 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 & 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.

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

Item No.1 of the Notice:

Appointment of Mr. Sanjay Ramakant Buch (DIN: 00391436) as an Independent Director of the Company.

Proposed candidature for the post of Independent Director.

Mr. Sanjay Ramakant Buch (DIN .00391436), is an Advocate and Solicitor and he is a Partner of M/s. Crawford Bayley & Co., Mumbai, which is one of India's oldest and best-known law firms, with rich & well-endowed experience in several practice areas.

The Board, based on the credentials, professional background and expertise and also as per the recommendation received from the Nomination and Remuneration Committee, considered and approved the appointment of Mr.Sanjay Ramakant Buch (DIN : 00391436) as an Independent Director of the Company, in its meeting held on 1st April, 2024, not liable to retire by rotation and to hold office for a term of 3 (three) years on the Board of the Company.

Mr.Sanjay Ramakant Buch, being the Advocate and Solicitor of a law firm, his experience and association, as an Independent Director, would be beneficial to the Company. Hence, it is now proposed to get further approval of the Shareholders for the appointment of Mr.Sanjay Ramakant Buch as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) years on the Board of the Company.

Section 149 of the Act, and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Mr.Sanjay Ramakant Buch is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sanjay Ramakant Buch for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Sanjay Ramakant Buch that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Sanjay Ramakant Buch fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

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

Sl. No.	Particulars	Details of Mr. Sanjay Ramakant Buch
1.	Date of Birth	26-09-1968
2.	Age	55 years
3.	DIN	00391436
4.	No. of meetings of the Board attended during the last one year	Not Applicable
5.	Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI LODR Regulations	Not Applicable
6.	Qualifications	Advocate
7.	Experience	30 years
8.	A Brief Resume of the director	Provided herein above
9.	Nature of expertise in specific functional areas;	Advocate and Solicitor
10.	Disclosure of relationships between directors inter-se;	Not Applicable
11.	Names of the entities in which Mr. Sanjay Ramakant Buch (DIN: .00391436) also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years.	1.Fermenta Biotech Ltd. 2.Sulphur Mills Ltd. 3.Indo Baijin Chemicals Pvt.Ltd. 4.JM Foundation for Excellence in Journalism 5.Crawford Bayley & Co. – Senior Partner
12.	Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]	Not Applicable
13.	In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Buch being an Advocate & Solicitor working as a Partner of M/s Crawford Bayley & Co., Mumbai has rich & well-endowed experience in several practice areas.
14.	Remuneration	Sitting Fees as decided by the Board of Directors.

Copy of draft letter of appointment of Mr. Sanjay Ramakant Buch setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Sanjay Ramakant Buch is interested in the resolution set out at Item No.1 of the Notice with regard to the resolution of appointment and to the extent of his shareholding interest, if any, in the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Sanjay Ramakant Buch to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends resolution set out at item No. 1 as Special Resolution for the approval of the members.

Item No.2 of the Notice:

Appointment of Mr. Niraj Shishir Shirgaokar (DIN: 00254525) as an Independent Director of the Company

Proposed candidature for the post of Independent Director

Mr. Niraj Shishir Shirgaokar, (DIN: 00254525), has a Bachelor's Degree in Computer Engineering from Bombay University with 15 years of experience in professionally managed multi-national companies.

Mr. Shirgaokar, currently is the Managing Director of The Ugar Sugar Works Ltd., the parent organization of the Shirgaokar Group of Companies (SB Group) having interests in sugar, power, ethanol, IMFL, foundries and I.T.

Mr. Shirgaokar has also co-founded and promoted iResearch Services Pvt. Ltd., in 2008, which is one of the country's leading marketing first research-based, thought leadership companies, providing services and solutions to customers and partners in USA, EU and Australasia.

He has served as the President of South India Sugar Mills Association (SISMA), which looks into interests of over 60 Sugar Mills in the South of India. Last year, he completed his term as the President of the India Sugar Mills Association (ISMA), the premier association of sugar and ethanol manufacturers in the country.

He is also an avid sportsman and has played Squash for India. He has represented the country at the World Open Squash Doubles Championship. He has been over 35 National Squash Champion; twice a National Doubles Finalist and has been the Captain of the victorious Maharashtra State Men's Squash Team for over two years.

The Board, based on the expertise, experience & social contribution and as per the recommendation of the Nomination and Remuneration Committee, considered and approved the appointment of Mr. Niraj Shishir Shirgaokar (DIN : 00254525) as an Independent Director of the Company, in its meeting held on 1st April, 2024, not liable to retire by rotation and to hold office for a term of 3 (three) years on the Board of the Company.

Considering the vast experience in different fields, activities and contribution, the association of Mr. Niraj Shishir Shirgokar, as an Independent Director, would be beneficial to the Company. Hence, it is now proposed to get further approval of the Shareholders for the appointment of Mr. Niraj Shishir Shirgaokar as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) years on the Board of the Company.

Section 149 of the Act, and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Mr. Niraj Shishir Shirgaokar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Niraj Shishir Shirgaokar for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Niraj Shishir Shirgaokar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Niraj Shishir Shirgaokar fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

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

Sl. No.	Particulars	Details of Mr. Niraj Shishir Shirgaokar
1.	<i>Date of Birth</i>	25-05-1972
2.	<i>Age</i>	51 years
3.	<i>DIN</i>	00254525
4.	<i>No. of meetings of the Board attended during the last one year</i>	Not Applicable
5.	<i>Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI LODR Regulations</i>	Not Applicable
6.	<i>Qualifications</i>	Bachelor's Degree in Computer Engineering from Bombay University
7.	<i>Experience</i>	15 years of experience in professionally managed multi-national companies
8.	<i>A Brief Resume of the director</i>	Provided herein above

Sl. No.	Particulars	Details of Mr. Niraj Shishir Shirgaokar
9.	Nature of expertise in specific functional areas;	Bachelor's Degree in Computer Engineering and vast experience of managing multi-national companies, Sugar industries.
10.	Disclosure of relationships between directors inter-se;	Not Applicable
11.	Names of the entities in which Mr. Niraj Shishir Shirgaokar (DIN No. 00254525) also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years	1. The Ugar Sugar Works Ltd., 2. S.B. Reshellers Pvt. Ltd., 3. Iresearch Services Pvt. Ltd., 4. Giving for Good Foundation 5. Indian Sugar Exim Corporation Ltd 6. Sangli Fabricators LLP. 7. Shishir Shirgaokar Enterprises LLP 8. Suresh Shirgaokar Enterprises LLP 9. Intellectual Realty Services LLP
12.	Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]	Not Applicable
13.	In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Shirgaokar has a vast experience of managing multi-national companies and currently working as the Managing Director of the Ugar Sugar Works Ltd., the parent organization of the Shirgaokar Group of Companies.
14.	Remuneration	Sitting Fees as decided by the Board of Directors.

Copy of draft letter of appointment of Mr. Niraj Shishir Shirgaokar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Niraj Shishir Shirgaokar is interested in the resolution set out at Item No.2 of the Notice with regard to the resolution of appointment and to the extent of his shareholding interest, if any, in the Company.

No Director, Key Managerial Personnel or their relative, except Mr. Niraj Shishir Shirgaokar to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends resolution set out at item No. 2 as Special Resolution for the approval of the members.

Item No.3 of the Notice:

Appointment of Ms.Rama Sanjay Kirloskar (DIN: 07474724) as an Independent Director of the Company

Proposed candidature for the post of Independent Director

Ms.Rama Sanjay Kirloskar, (DIN: 07474724), holds a double major in Mathematics and Biology from Bryn Mawr College, USA.

Ms.Rama Kirloskar, currently, is the Joint Managing Director of Kirloskar Brothers Limited (KBL) and also Managing Director of Kirloskar Ebara Pumps Limited (KEPL), a joint venture between Ebara Corporation, Japan.

She is also on the Board of Karad Projects and Motors Limited and Prakar Investments Private Limited.

Ms.Rama Kirloskar, is on the Executive Council of Accelerating Growth of New India's Innovations (AGNII), a programme of the Office of the Principal Scientific Adviser to the Government of India and a Mission under the Prime Minister's Science Technology and Innovation Advisory Council (PM-STIAC).

The Board, based on the expertise, experience & social contribution and as per the recommendation of the Nomination and Remuneration Committee, considered and approved the appointment of Ms.Rama Sanjay Kirloskar (DIN : 07474724) as an Independent Director of the Company, in its meeting held on 1st April, 2024, not liable to retire by rotation and to hold office for a term of 3 (three) years on the Board of the Company.

Considering the credential, expertise and social work and responsibilities, the association of Ms.Rama Sanjay Kirloskar, as an Independent Director, would be beneficial to the Company. Hence, it is now proposed to get further approval of the Shareholders for the appointment of Ms.Rama Sanjay Kirloskar as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) years on the Board of the Company.

Section 149 of the Act, and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Ms.Rama Kirloskar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Rama Kirloskar for the office of Independent Director of the Company.

The Company has also received declaration from Ms.Rama Kirloskar that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms.Rama Kirloskar fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

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

Sl. No.	Particulars	Details of Ms. Rama Kirloskar
1.	<i>Date of Birth</i>	<i>21-09-1989</i>
2.	<i>Age</i>	<i>34 years</i>
3.	<i>DIN</i>	<i>07474724</i>
4.	<i>No. of meetings of the Board attended during the last one year</i>	<i>Not Applicable</i>
5.	<i>Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI LODR Regulations</i>	<i>Not Applicable</i>
6.	<i>Qualifications</i>	<i>Holds a double major in Mathematics and Biology from Bryn Mawr College, USA</i>
7.	<i>Experience</i>	<i>10 years of experience in professionally managed multi-national companies</i>
8.	<i>A Brief Resume of the director</i>	<i>Provided herein above</i>
9.	<i>Nature of expertise in specific functional areas;</i>	<i>Holds a double major in Mathematics and Biology from Bryn Mawr College, USA. Currently working as business entrepreneur.</i>
10.	<i>Disclosure of relationships between directors inter-se;</i>	<i>Not Applicable</i>

Sl. No.	Particulars	Details of Ms. Rama Kirloskar
11.	Names of the entities in which Ms. Rama Kirloskar (DIN No. 07474724) also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years	1.Kirloskar Brothers Ltd. 2.Kirloskar Ebara Pumps Ltd. 3.Karad Projects and Motors Ltd. 4.Prakar Investments Pvt. Ltd.
12.	Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]	Not Applicable
13.	In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Ms. Rama Kirloskar Holds a double major in Mathematics and Biology from Bryn Mawr College, USA. Currently she is the Joint Managing Director of Kirloskar Brothers Limited (KBL) and also Managing Director of Kirloskar Ebara Pumps Limited (KEPL).
14.	Remuneration	Sitting Fees as decided by the Board of Directors.

Copy of draft letter of appointment of Ms.Rama Kirloskar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Ms.Rama Kirloskar is interested in the resolution set out at Item No.3 of the Notice with regard to the resolution of appointment and to the extent of her shareholding interest, if any, in the Company.

No Director, Key Managerial Personnel or their relative, except Ms.Rama Kirloskar to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends resolution set out at item No. 3 as Special Resolution for the approval of the members.

BY ORDER OF THE BOARD OF DIRECTORS
For KPT Industries LTD.

(DILIP KULKARNI)
MANAGING DIRECTOR
DIN: 00184727

Place: Shirol

Date: 01.04.2024