



## **KISAN MOULDINGS LIMITED**

[CIN : L17120MH1989PLC054305]

**Regd Office:** Tex Centre, K Wing, 3<sup>rd</sup> Floor, 26-A, Chandivali Road, Near HDFC Bank, Andheri (East), Mumbai – 400 072

**Tel. :** +91-22 42009100/9200

**Website:** www.kisangroup.com, **email id:** cs.kisan@kisangroup.com

To

The Shareholders,

### **Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as Ordinary/Special Resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Mrs. Rita Gupta of R L & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Notice and Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Tuesday, 15<sup>th</sup> March, 2016. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Joint Managing Director/Company Secretary. The result of the postal ballot would be announced by the Joint Managing Director or the Company Secretary of the Company on Wednesday, 16<sup>th</sup> day of March, 2016 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.kisangroup.com.

### **RESOLUTIONS:**

#### **Item No. 1 – Increase in the Authorised Share Capital of the Company**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the Authorized Share Capital of the Company be and is hereby authorized to be increased from ₹ 225,00,000/- (Rupees Twenty Two Crores Fifty Lakhs Only) divided into 2,25,00,000 (Two Crores Twenty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each, to ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 25,00,00,000 (Two Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each by way of creation of an additional 25,00,000 (Twenty Five Lakhs) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares.

## **Item No. 2 – Alteration of the Capital Clause of the Memorandum of Association**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members be and is hereby accorded for amending and substituting Clause V a) of the Memorandum of Association of the Company with the following clause.

V a) “The Authorised Share Capital of the Company is ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 25,000,000 (Two Crores Fifty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof ), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).

## **Item No. 3 – Issue of Equity Shares on Preferential Basis**

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62 of the Companies Act, 2013 including all other applicable provisions, if any of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), and subsequent amendments thereto, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorize on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches fully paid-up Equity Shares of a face value of ₹ 10/- (Rupees Ten Only) each of the Company at such price not less than the price determined as on the Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, not exceeding ₹ 5.85 crs to the Promoters in consideration of conversion of unsecured loan of ₹ 5.85 crs given by the Promoters to the Company forming part of the Promoter contribution under CDR package, by way of Preferential allotment and in such manner, as the Board may think fit in its absolute discretion.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is 12<sup>th</sup> February, 2016 which is the date falling 30 days prior to the date of the last date of voting of Postal Ballot i.e. 15<sup>th</sup> March, 2016.

**RESOLVED FURTHER THAT** the equity shares to be allotted to the Investor pursuant to the aforesaid preferential allotment shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of ₹ 10/- each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / or any other Committee thereof, of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations,

listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

**By Order of the Board  
For Kisan Mouldings Limited**

**Priyanka Chauhan  
Company Secretary**

**Regd Office :** Tex Centre, K Wing, 3<sup>rd</sup> Floor, 26-A, Chandivali Road,  
Near HDFC Bank, Andheri (East), Mumbai – 400 072

**Place : Mumbai**

**Date : 06<sup>th</sup> February, 2016**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure I.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 06<sup>th</sup> February, 2016.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company to cast their votes electronically instead of physical mode. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for Postal Ballot. E-voting is optional for the Shareholders. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting); can download Postal Ballot Form from <https://evoting.nsdl.com> or [www.kisangroup.com](http://www.kisangroup.com).

The instructions for Shareholders for e-voting are as under:

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**

- (i) Open email and open PDF file viz; “Kisan Mouldings.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select “EVEN” of Kisan Mouldings Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cslassociates@gmail.com](mailto:cslassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xi) above, to cast vote.

**C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)**

**D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.**

**E. The e-voting period commences on 15<sup>th</sup> February, 2016 and ends on 15<sup>th</sup> March, 2016. 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 06<sup>th</sup> February, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**

**Other information:**

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through ‘Forgot Password’ option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL

through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

**By Order of the Board  
For Kisan Mouldings Limited**

**Priyanka Chauhan  
Company Secretary**

**Regd Office :** Tex Centre, K Wing, 3<sup>rd</sup> Floor, 26-A, Chandivali Road,  
Near HDFC Bank, Andheri (East), Mumbai – 400 072

**Place : Mumbai**

**Date : 06<sup>th</sup> February, 2016**

**Annexure I to the Notice  
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item Nos. 1 & 2**

To meet the business requirements and strategic debt mechanism; the Company is required to do equity infusion, and is therefore proposing to raise further capital. However, since the existing paid-up capital of the Company has consumed most of the Authorized Share Capital of the Company; the board of directors of the Company (Board), vide its resolution dated 06<sup>th</sup> February, 2016 has proposed to increase the authorised share capital of the Company in order to issue further shares to the Shareholders.

In light of the above, it is proposed to increase the Authorised Share Capital of the Company from the existing ₹ 225,000,000/- (Rupees Twenty Two Crores Fifty Lakhs Only) divided into 2,25,00,000 (Two Crores Twenty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each, to ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 25,00,00,000 (Two Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each by way of creation of an additional 25,00,000 (Twenty Five Lakhs) Equity Shares of ₹ 10/- each as indicated in the Resolution at Item No. 1 of the Notice.

Consequently, it is proposed to make appropriate alterations in the Memorandum of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item Nos. 1 & 2 for your approval.

None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolutions.

**Item No.3:**

The Promoter has extended an unsecured loan of ₹ 5.85 crs (Rupees Five Crores Eighty Five Lakhs Only) to the Company. The CDR Package records that the said Unsecured Loan is to be converted into fully paid up Equity Shares of the Company at a price determined in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations") or applicable

law. However, the Promoter's Unsecured Loan is not forming part of the Promoters' contribution and hence the Board had decided to make preferential issue to the Promoters not exceeding the amount of the Promoters Unsecured Loan.

Thus, the Board at its meeting held on 06<sup>th</sup> February, 2016 subject to the approval by the shareholders by way of Postal ballot and subject to receipt of requisite corporate and statutory approvals, negotiations and execution of appropriate documentation by the parties and Kisan Mouldings Limited fulfillment of the conditions mentioned therein, has proposed to offer the subscription by way of preferential allotment not exceeding ₹ 5.85 Crs. Pursuant to the Section 62 of the Companies Act 2013, further issue of Equity shares may be offered by the Company to such persons in the manner whatsoever if a special resolution to that effect is passed by the company. The proposed special resolution is required to comply with the requirements of the Section 62 of the Companies Act, 2013 in the context of issue and allotment of equity shares. The equity shares so allotted shall rank pari pasu in all respects including as to dividend with the existing fully paid equity shares of the Company.

The disclosure in accordance with the Companies Act, 2013, the ICDR Regulations and other applicable provisions of law in relation to the Special Resolution set out in the accompanying notice are as follows:

1. **Object of the Preferential Issue:** The object of the issue is to convert the existing unsecured loan from Promoters into equity pursuant to the condition mandated as envisaged in the CDR package.
2. **The proposal of the Promoters/ Directors or Key Managerial Personnel to subscribe the offer:** Polsons Traders LLP, a Limited Liability Partnership, a Promoter Group Entity and any other persons as may be permitted under the restructuring scheme, will subscribe to the proposed preferential offer.
3. **Shareholding Pattern before and after the preferential issue:**

**Shareholding Pattern as on 31<sup>st</sup> December, 2015:**

Category	Category of Shareholders	Pre Issue		Post Issue	
		Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
<b>(A)</b>	<b>Promoter holding</b>				
	<b>Indian</b>				
1	Individuals/Hindu Undivided Family	1,10,78,542	54.51%	1,10,78,542	48.20%
2	Bodies Corporate	28,82,735	14.18%	55,41,826	24.11%
	<b>Sub-Total (A)</b>	<b>1,39,61,277</b>	<b>68.69%</b>	<b>1,66,20,368</b>	<b>72.31%</b>
3	Foreign Promoters	0	0	0	0
	<b>Non Promoter holding</b>				
1	<b>Institutional Investors</b>	0	0	0	0
2	<b>Non-institutions</b>				
	Bodies Corporate	27,05,005	13.30%	27,05,005	11.77
	Individuals	35,84,603	17.64%	35,84,603	15.60
	Others	74,180	0.37%	74,180	0.32
	<b>Sub Total (B)</b>	<b>63,63,788</b>	<b>31.31%</b>	<b>63,63,788</b>	<b>27.69</b>
	<b>Grand total</b>	<b>2,03,25,065</b>	<b>100%</b>	<b>2,29,84,156</b>	<b>100%</b>

**Notes:**

- 1) The post-issue paid-up capital is arrived after considering the preferential allotments to be made under CDR Package to the Promoter "Polson Traders LLP" in terms of this Postal Ballot Notice.
- 2) The 'Relevant Date' for the purpose of preferential allotment of Equity Shares to be made to the Promoter in terms of this Postal Ballot Notice is 12<sup>th</sup> February, 2016 being the date which is 30 (Thirty) days prior to the date when the results of this Postal Ballot are announced, i.e. 15<sup>th</sup> March, 2016. Since the actual 'Relevant Date' is a future date after the date of this Postal Ballot Notice, for the purposes of arriving at a tentative shareholding pattern, the relevant date for determination of the price of the Equity Shares to be allotted to the Promoter has been presumed to be 6<sup>th</sup> February, 2016.
- 3) Thus, the number of Equity Shares actually allotted to the Promoter may stand altered and consequently the post-issue paid-up capital as well as post-issue shareholding percentage may also stand altered.

4. **Proposed time within which the preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority/Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.
5. **Relevant Date and pricing of issue:** In accordance with the provisions of SEBI ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price of Equity Shares shall be 12<sup>th</sup> February, 2016 being 30 days prior to the last date of Postal Ballot being 15<sup>th</sup> March, 2016. It is hereby clarified that the thirtieth day prior to the date when the results of this postal ballot are to be announced is 14<sup>th</sup> February, 2016 which is a trading holiday and hence the Relevant Date is 12<sup>th</sup> February, 2016 in terms of explanation to Regulation 71 of the ICDR Regulations.

The price at which Equity Shares will be allotted under the Preferential Allotment shall be in accordance with Chapter VII of the SEBI ICDR Regulations.

6. **Auditors Certificate:** A copy of Certificate from the Practicing Chartered Accountant M/s AMS & Co., Mumbai certifying that the above issue of Equity Shares and Warrants is made in accordance with the SEBI ICDR Regulations, is placed on the Website of the Company and is open for inspection of the Members.
7. **Particulars of proposed Allottee and the identity of the proposed Allottee:**

Sr. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial owners	Pre Issue		Post Issue	
				No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
1.	Polsons Traders LLP	Promoter Group	Vijay Aggarwal & Sajeev Aggarwal	822000	4.04%	3822000	16.39%

The existing Promoters of the Company will continue to be in control of the Company and there will be no change in the Management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in the share holding pattern as well as voting rights.

8. **Lock-in:** The Equity Shares allotted shall be subject to 'lock-in' as per the ICDR Regulations and amendment thereof.
9. **Undertakings:**
- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, where it is required to do so.
  - The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of the Company by way of allotment of further shares, etc., such further shares shall be offered by way of Special Resolution to the existing shareholders sought pursuant to the provisions of Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

The Promoters are interested in the proposed resolution to the extent to their shareholding in the Company.

Except for Mr. Vijay Aggarwal and Mr. Sanjeev Aggarwal, the directors of the Company and their relatives are interested in this resolution to the extent of their rights, none of the other Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.3 of the accompanying Notice.

**By Order of the Board**  
**For Kisan Mouldings Limited**

**Priyanka Chauhan**  
**Company Secretary**

**Regd Office :** Tex Centre, K Wing, 3<sup>rd</sup> Floor, 26-A, Chandivali Road,  
Near HDFC Bank, Andheri (East), Mumbai – 400 072

**Place : Mumbai**

**Date : 06<sup>th</sup> February, 2016**