



**KISAN MOULDINGS LIMITED**

**CIN: L17120MH1989PLC054305**

**Registered Office:** Tex Centre, K - Wing, 3rd Floor, 26 A Chandivli Road, Off Saki Vihar Road,  
Andheri East, Mumbai, Maharashtra, 400072

**Email:** [investor.relations@kisangroup.com](mailto:investor.relations@kisangroup.com); **Website:** [www.kisangroup.com](http://www.kisangroup.com)

**Phones:** 022-42009100

### **POSTAL BALLOT NOTICE**

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

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Kisan Mouldings Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021 and May 5, 2022 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

Pursuant to MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice along with explanatory statement only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 17, 2024. This Postal Ballot process is accordingly being initiated in compliance with the above mentioned MCA Circulars.

**In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.**

The Board of Directors of the Company has appointed M/s. AVS & Associates, Practising Company Secretary (Membership No.: FCS 11990: COP No.: 16806), to act as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had communicated their willingness to be appointed for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of Link Intime India Private Limited ('LIPL') to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Sunday, May 26, 2024 (09:00 A.M. IST) and ends on Monday, June 24, 2024 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting.

Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, May 17, 2024 ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.

#### **SPECIAL BUSINESS:**

##### **ITEM NO 1**

#### **TO APPROVE THE APPOINTMENT OF MR. ARUN AGARWAL (DIN: 10067312) AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and 161 of the Companies Act 2013 and other applicable provisions if any, of the act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Arun Agarwal (DIN: 10067312), who was appointed as an Additional Director in the capacity of an Non-Executive and Non-Independent with effect from March 26, 2024, be and is hereby appointed as a 'Non-Executive and Non-Independent' Director of the Company and whose term shall be liable to retire by rotation."

##### **ITEM NO 2**

#### **TO APPROVE THE APPOINTMENT OF MR. AJAY KUMAR JAIN (DIN: 01052886) AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and 161 of the Companies Act 2013 and other applicable provisions if any, of the act, and the Companies (Appointment and

Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ajay Kumar Jain (DIN: 01052886), who was appointed as an Additional Director in the capacity of an Non-Executive and Non-Independent with effect from March 26,2024, be and is hereby appointed as an ‘Non-Executive and Non-Independent’ Director of the Company and whose term shall be liable to retire by rotation.”

### **ITEM NO 3**

#### **TO APPROVE THE APPOINTMENT OF MR. ABHILASH LAL (DIN: 03203177) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and 161 of the Companies Act 2013 and other applicable provisions if any, of the act, read with schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Abhilash Lal (DIN: 03203177), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 26,2024,who meets the criteria of Independence under Section 149(6) of the Act and rules made thereunder and Regulations 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 25, 2029 and whose term shall not be liable to retire by rotation.”

### **ITEM NO 4**

#### **TO APPROVE THE APPOINTMENT OF MR. H.S. UPENDRA KAMATH (DIN: 02648119) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and 161 of the Companies Act 2013 and other applicable provisions if any, of the act, read with schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. H.S. Upendra Kamath (DIN 02648119), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March

26,2024, who meets the criteria of Independence under Section 149(6) of the Act and rules made thereunder and Regulations 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 25, 2029 and whose term shall not be liable to retire by rotation.

#### **ITEM NO 5**

#### **TO APPROVE THE APPOINTMENT OF MRS. ASHA ANIL AGARWAL (DIN: 09722160) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and 161 of the Companies Act 2013 and other applicable provisions if any, of the act, read with schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Asha Anil Agarwal (DIN 09722160), who was appointed as an Additional Director in the capacity of an Independent Director with effect from March 26,2024, she meets the criteria of Independence under Section 149(6) of the Act and rules made thereunder and Regulations 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 25, 2029 and whose term shall not be liable to retire by rotation.”

#### **ITEM NO 6**

#### **TO APPROVE THE RELATED PARTY TRANSACTIONS**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with Apollo Pipes Limited (APL), the Holding Company of Kisan Mouldings Limited (“KML” or “the Company”) with respect to sale, purchase or supply of goods or raw materials, consumables & Finished goods, availing/ receiving Loans, Corporate Guarantees or any other

transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arms' length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**By Order of the Board of Directors**

**For Kisan Mouldings Limited**

**Sd/-  
Vijay Joshi  
Company Secretary  
Membership No. A7298**

**Place: Mumbai**

**Date: 15<sup>th</sup> May, 2024**

**NOTES FOR MEMBER'S ATTENTION:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed resolution is annexed hereto.
2. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self- attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the notice of Postal Ballot by email to [cs.kisan@kisangroup.com](mailto:cs.kisan@kisangroup.com) Members holding shares in demat form can update their email address with their Depository Participants.
3. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of Postal Ballot and thereafter shall be disabled from the records of the RTA immediately after the closure of e-voting period. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

4. Members may note that this Notice will also be available on Company's website [www.kisangroup.com](http://www.kisangroup.com), Stock Exchange' website ([www.bseindia.com](http://www.bseindia.com)) and Link Intime India Private Limited ('LIPL')'s website [www.linkintime.co.in](http://www.linkintime.co.in).
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by LIPL.
6. Results of Postal Ballot will be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose not later than 2 working days from the conclusion of the e-voting i.e. Wednesday, 26<sup>th</sup> June, 2024, at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. [www.kisangroup.com](http://www.kisangroup.com) and on website of LIPL viz. [www.linkintime.co.in](http://www.linkintime.co.in)
7. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Monday, 24<sup>th</sup> June, 2024.

**8. Instructions for remote e-voting are as below:**

- (i) The voting period begins on Sunday, May 26, 2024 (09:00 A.M. IST) and ends on Monday, June, 24, 2024 (5.00 P.M. IST) (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, May 17, 2024 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- (ii) 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.

- (iii) 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 above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 CDSL e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | <ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to</li> </ol>  |

|   |  |
|---|--|
|   | <p>register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 i.e. LINKINTIME and you will be redirected to InstaVote”website for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>  | <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 i.e. LINKINTIME and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>   |
| <p>Individual Shareholder holding securities in physical mode &amp; non-Individual Shareholder in demat mode &amp; evoting service provider is <b>LINKINTIME</b>.</p> | <p>1) Open the Internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>1. Click on “Sign up” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -</p> <p>a. <b>User ID:</b><br/>Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>b. <b>PAN:</b><br/>Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>c. <b>DOB/DOI:</b><br/>Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>d. <b>Bank Account Number:</b><br/>Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p>      |



- *Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).
  - 2) Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  - 3) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
  - 4) After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
  - 5) E-voting page will appear.
  - 6) Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
  - 7) After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -

- i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
- ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
- b. 'Investor's Name - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode.**

In case Shareholders/ Members holding securities in physical mode/ Non-Individual Shareholders have any queries regarding any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL and CDSL, they may contact the respective helpdesk given below:

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

### **Forgot Password:**

#### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

#### **Institutional Shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the*

*particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**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 Company at [cs.kisan@kisangroup.com](mailto:cs.kisan@kisangroup.com) and/or upload documents on RTA website i.e [www.linkintime.co.in](http://www.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.

**ANNEXURE TO THE NOTICE**

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

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "**Companies Act**"), the following explanatory statements sets out all material facts relating to the business mentioned under Items no. 1, 2, 3, 4, 5 and 6 of the accompanying Notice:

**Item No. 1 & 2**

The Board of Directors of the Company at their meeting held on March 26, 2024, upon the recommendation of the Nomination and Remuneration Committee (NRC), had appointed Mr. Arun Agarwal (DIN: 10067312) and Mr. Ajay Kumar Jain (DIN: 01052886), as Additional Directors under the category of Non-executive and Non-Independent Directors liable to retire by rotation, subject to the approval of Shareholders.

Mr. Arun Agarwal and Mr. Ajay Kumar Jain they have being appointed as Directors in terms of Section 164 of the Companies Act 2013 and they had also given their consent to act as a Director. Further, they

are not debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory/ regulatory authority.

The above Directors shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, as may be decided by the Board, reimbursement of expenses for participating in the Board, committees thereof and other meetings.

Pursuant to, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Except above mentioned directors whose appointment is sought and their relatives, none of the other directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Arun Agarwal and Mr. Ajay Kumar Jain are not related to any other Directors or Key Managerial Personnel of the Company.

Additional information including brief profile etc. of Mr. Arun Agarwal and Mr. Ajay Kumar Jain pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of their appointment is given in Annexure- A to this Notice.

Accordingly, the Board hereby recommends the resolution as set out in item no.1 and 2 of this notice for approval of the Members by way of Ordinary Resolutions.

### **Item No. 3, 4 and 5**

The Board of Directors of the Company at their meeting held on March 26, 2024, upon the recommendation of the Nomination and Remuneration Committee (NRC), had appointed Mr. Abhilash Lal (DIN: 03203177), Mr. H.S.Upendra Kamath (DIN: 02648119) and Mrs. Asha Anil Agarwal (DIN 09722160), as Additional Directors under the category of ‘Independent Director’ for a term of 5(five) years, i.e w.e.f 26th March, 2024 and shall not liable to retire by rotation, subject to the approval of Shareholders.

Mr. Abhilash Lal, Mr. H.S.Upendra Kamath and Mrs. Asha Anil Agarwal have been appointed as Directors in terms of section 164 of the Companies Act 2013 and had also given their consent to act as a Director. Further, the Company has already received declarations from them that they meets the criteria of Independence as prescribed in Section 149(6) of the Companies Act 2013 and Schedule IV of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are not debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory/ regulatory authority.

The Director shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, as may be decided by the Board, reimbursement of expenses for participating in the Board, committees thereof and other meetings.

Pursuant to, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of

appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution.

Except above mentioned directors whose appointment is sought and their relatives, none of the other directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Abhilash Lal, Mr. H.S.Upendra Kamath and Mrs. Asha Anil Agarwal are not related to any other Directors or Key Managerial Personnel of the Company.

Additional information including brief profile etc. of Mr. Abhilash Lal, Mr. H.S.Upendra Kamath and Mrs. Asha Anil Agarwal pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of their appointment is given in Annexure- A to this Notice.

Accordingly, the Board thereby recommends the resolution as set out in item no.3, 4 and 5 of this notice for approval of the Members by way of special resolutions.

#### **Item No. 6**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, the Company is required to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions in the ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions to be transacted/executed in one or more tranches with its Holding Company Viz. Apollo Pipes Limited ('APL') as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 15<sup>th</sup> May, 2024 are hereby placed before the shareholders for their approval. The transactions under consideration are proposed to be entered into by the Company with its Holding Company viz., APL would be in the ordinary course of business and on arm's length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with its Holding Company viz. APL are as under:

| <b>Sr No</b> | <b>Name of Related Party</b> | <b>Nature of Relationship (including nature of interest, financial or otherwise)</b> | <b>Aggregate maximum value of the contract/arrangement/transaction (during the financial year 2024-25) (Rs. in Crores)</b> | <b>Nature and material terms of contract/ arrangement/transaction</b> |
|--------------|------------------------------|--|--|---|
| 1.           | Apollo Pipes Limited (APL)   | Holding Company of Kisan Mouldings Limited   | 20   | Sale of Goods (Pipes & Fittings, etc.)                                |
| 2.           | Apollo Pipes                 | Holding Company  | 20   | Purchase of Raw   |

|    |                            |  |    |   |
|----|----------------------------|--|----|---|
|    | Limited (APL)              | of Kisan Mouldings Limited                 |    | Materials, Consumable & Finished Goods.       |
| 3. | Apollo Pipes Limited (APL) | Holding Company of Kisan Mouldings Limited | 60 | Receiving Loans/Availing Corporate Guarantees |

The proposed contracts/arrangements/transactions relates to sale/purchase of goods/services or Receiving Loans/Availing Corporate Guarantees or any other transaction(s), shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals and/or receiving of loans or guarantees only for the principal business activities of the Company.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Board recommends the resolution set out in the Item no. 6 of the notice for your approval as an ordinary resolution. Voting by related parties on this resolution shall be in accordance with applicable laws.

Except Mr. Sanjeev Aggarwal, Chairman and Managing Director, Mr. Rishav Aggarwal, Whole Time Director, Mr. Arun Agarwal, Non-Executive Director and Mr. Ajay Kumar Jain, Non-Executive Director and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way, financially or otherwise, concerned or interested in the said resolution.

**By Order of the Board of Directors**

**For Kisan Mouldings Limited**

Sd/-

**Vijay Joshi**

**Company Secretary**

**Membership No. A7298**

**Place: Mumbai**

**Date: 15<sup>th</sup> May, 2024**

**(M. No. A 7298)**

## ANNEXURE A

### DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

|   |  |  |   |   |   |
|---|--|--|---|---|---|
| <b>Name of the Directors</b>                                | Mr. Arun Agarwal   | Mr. Ajay Kumar Jain  | Mr. Abhilash Lal  | Mr. H.S.Upendra Kamath  | Ms. Asha Anil Agarwal   |
| <b>Director Identification Number (DIN)</b>                 | 10067312   | 01052886   | 03203177  | 02648119  | 09722160  |
| <b>Designation</b>  | Non-Executive and Non-Independent Director   | Non-Executive and Non-Independent Director   | Independent Director  | Independent Director  | Independent Director  |
| <b>Date of Birth</b>  | 07/07/1975   | 21/03/1970   | 16/10/1964  | 14/12/1953  | 15/03/1961  |
| <b>Date of Appointment on the Board</b>                     | 26 <sup>th</sup> March 2024  | 26 <sup>th</sup> March 2024  | 26 <sup>th</sup> March 2024   | 26 <sup>th</sup> March 2024   | 26 <sup>th</sup> March 2024   |
| <b>Nature of expertise, Qualification and Brief Profile</b> | Mr. Arun Agarwal is a Chartered Accountant from The Institute of Chartered Accountants of India. He joined APL Apollo Tubes in 2009 at Bangalore, as Finance Controller. Having 15 years of professional experience in APL Apollo Tubes Limited, he has worked in plant maintenance, power management and total quality management | Mr. Ajay Kumar Jain is a Chartered Accountant with 25 years of experience in Listed and Unlisted Companies. He has varied experience in the field of Accounts, Finance, Taxation, Treasury and Commercial Matters. He has rich and varied experience in Financial & strategic planning, Financial Management and Accounting, | A Mechanical Engineer and postgraduate from IIM Bangalore, Mr. Abhilash Lal has 31 years of professional experience in senior roles across financial services, including banking, consulting, real estate, private equity and restructuring. He has led institutions across business development, strategy as well as | H S Upendra Kamath is a distinguished banking professional with an illustrious career spanning over four decades in the Indian Banking Sector. With a remarkable tenure of 35 years at Union Bank of India (UBI), he began his journey in 1973 as a Probationary Officer and served to various departments and eventually to the position of General Manager in | Asha Anil Agarwal is a former Principal Chief Commissioner of the Income Tax in the Indian Revenue Service, Ministry of Finance, Central Government, India, Ms. Agarwal, brings with her around four decades of rich experience in the Indian Revenue Service. Her impressive knowledge of Taxation, Finance and General Management |



|  |  |  |                   |  |   |
|--|--|--|-------------------|--|---|
|  | <p>functions.</p> <p>In 2019, he was nominated as the Chief Operating Officer in the Head Office. Since then, he has been actively involved in all strategic decision making within the group and has over the years grown with APL Apollo Tubes, a pioneer in the structural steel tubes manufacturing segment in India with a dominant 50% market share, progressively shouldering higher responsibilities. He was responsible for driving all the 11 plants under APL Apollo Tubes Limited.</p> <p>He has been appointed as Joint Managing Director on the Board of Apollo Pipes Limited w.e.f. 1<sup>st</sup> April, 2023.</p> | <p>Auditing and Taxation, Implementing MIS, Budgeting, Risk Management, Compliances etc.</p> <p>He has been appointed as Chief Financial Officer of Apollo Pipes Limited w.e.f. 1<sup>st</sup> February, 2015.</p> | <p>operation.</p> | <p>UBI. Thereafter, he served in two other Public Sector Banks namely Canara Bank as ED and in Vijaya Bank as CMD. Throughout his extensive career, he held diverse roles and successfully managed operations at various levels, including Zonal Office, Branch Offices, Regional Office and the Head Office of UBI. His outstanding contributions to the banking sector have earned him numerous accolades and recognitions. Notable among these are the “Best Customer Friendly Banker Award 2012,” SIDBI’s CGFTMSE award, “National award for excellence in lending to Micro Enterprises,” and the “IT Leadership Award 2013” by Amity University. With a Certified</p> | <p>are strongly backed by her rich professional experience.</p> |
|--|--|--|-------------------|--|---|

|  |  |  |  |   |  |
|--|--|--|--|---|--|
|  |  |  |  | Associate of Indian Institute of Bankers (CAIIB) qualification and a Bachelor of Commerce (B. Com) degree, he possesses a wealth of expertise in critical areas such as MSME, Retail Banking, Priority Sector, Recovery and Legal, Risk Management, International Banking, Treasury, Credit Monitoring, and Administration. |  |
| <b>Shareholding in the Company directly or as beneficial holder</b>          | Nil  | Nil  | Nil  | Nil   | Nil  |
| <b>Terms and conditions of appointment / re-appointment</b>                  | Please refer Resolution No. 1 and relevant Explanatory Statement to this Notice. | Please refer Resolution No. 2 and relevant Explanatory Statement to this Notice. | Please refer Resolution No. 3 and relevant Explanatory Statement to this Notice. | Please refer Resolution No. 4 and relevant Explanatory Statement to this Notice.  | Please refer Resolution No. 5 and relevant Explanatory Statement to this Notice. |
| <b>Details of remuneration sought to be paid and remuneration last drawn</b> | Only sitting fees is being paid.   | Only sitting fees is being paid.   | Only sitting fees is being paid.   | Only sitting fees is being paid.  | Only sitting fees is being paid.   |
| <b>Directorships held in other companies</b>                                 | 1. Apollo Pipes Limited  | 1. Apollo Pipes Limited<br>2. Design Leman ( India ) Private Limited             | 1. Ganesha Ecosphere Limited<br>2. APL Apollo Tubes Limited<br>3. Zumbach        | 1. Amu Leasing Pvt Ltd.<br>2. Sree UGCL Projects Ltd.<br>3. APL Apollo Tubes Ltd.   | 1. Authum Investment & Infrastructure Limited<br>2. Apl Apollo Tubes Limited     |

|   |     |   |  |   |                        |
|---|-----|---|--|---|------------------------|
|   |     | 3. ATC Tours And Travels (India) Private Limited<br>4. Divya Builders And Contractors Private Ltd<br>5. C And A Consultants Private Ltd<br>6. M R R Consultants Private Limited | Electronic India Private Limited<br>4. Apollo Pipes Limited<br>5. Haryanvi Esports Association<br>6. Federation of Electronic Sports Associations India<br>7. Alvarez & Marsal India Professionals Services LLP<br>8. Ganesha Ecoverse Limited<br>9. Sungard Availability Services (India) Pvt. Limited<br>10. Quoine India Pvt. Limited | 4. Zuno General Insurance Ltd.<br>5. SG Finserve Ltd.<br>6. Green Bridge Capital Advisory Pvt. Ltd.<br>7. Online PSB Loans Ltd. | 3. SG Finserve Limited |
| <b>Relationship with other Directors, Manager and Key Managerial Personnel of the</b> | Nil | Nil   | Nil  | Nil   | Nil                    |