



Regd. Office:
KPT Industries Ltd.
Gat No. 320, Mouje Agar,
A/P & Taluka: Shirol - 416 103,
Dist. Kolhapur, Maharashtra, India.

T: +91-231-2689900
F: +91-231-2689946
E: kpt.ho@kpt.co.in
CIN: L29130MH1976PLC019147

KPT POWER TOOLS
KPT BLOWERS
KPT E VEHICLES
www.kpt.co.in

KPT/SECR/STKEXG/25-26

www.listing.bseindia.com

12th July, 2025

BSE Limited
Corporate Relationship Department
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street.
MUMBAI 400 001

Dear Sir,

Sub: - Intimation of Notice of 49th Annual General Meeting of the Company.

In compliance with the Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of the Company's 49th Annual General Meeting scheduled to be held on Thursday, the 07th August, 2025 at 11.00 A.M. at the Registered Office of the Company at Gat No. 320, Mouje Agar, Tal. Shirol, Dist. Kolhapur- 416103, Maharashtra.

This is for your information and record please.

Thanking you,

Yours faithfully,
For **KPT Industries Ltd.**,




Aishwarya Toraskar
COMPANY SECRETARY & COMPLIANCE OFFICER
A54931



INTERNATIONAL BUSINESS DIVISION: Regd. Office:

KPT Industries Ltd.
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KPT Industries LTD.

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

NOTICE

NOTICE is hereby given that the Forty-Ninth Annual General Meeting of the Members of **KPT Industries Ltd.**, will be held on Thursday the 7th day of August, 2025, at 11:00 a.m., at the Registered Office of the Company, situated at Gat No. 320, Mouje Agar, Tal. Shirol-416 103, Dist. Kolhapur, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2025 and the Board's & Auditor's Reports, thereon.
2. To declare dividend for the financial year ended 31st March, 2025.
3. To appoint a Director in place of **Mr. Prakash Kulkarni, Director (DIN: 00052342)**, who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint a Director in place of **Dr. Ketan Pai, Director (DIN: 06980628)**, who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

5. **Ratification of the Remuneration of Cost Auditor of the Company for the financial year 2025-26.**

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 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s R. C. K & Co. Cost Accountants, Pune, having Firm Registration No. 002587, the Cost Auditors appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial year 2025-26, on such remuneration as may be mutually agreed between M/s R. C. K & Co. Cost Accountants, Pune and Mr. Dilip Kulkarni, Managing Director (DIN: 00184727) of the Company, be and is hereby ratified/approved by the Members of the Company."

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

6. **Appointment of Secretarial Auditors:**

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 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] M/s V Sreedharan & Associates Company Secretaries, be and hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for the term of 5 (five) years from the Financial Year April 01, 2025 to March 31, 2030 at such remuneration, as may be mutually agreed between the Secretarial Auditors and the Managing Director of the Company ."

"RESOLVED FURTHER THAT Mr. Dilip Kulkarni (DIN: 00184727) Managing Director or Ms. Aishwarya Toraskar, Company Secretary (M.No. 54931) of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, or expedient to give effect to this resolution."

7. **Appointment of Mr. Arjun Deepak Gadre, as an Independent Director (DIN No.00767054), w.e.f. 23rd May, 2025, as per Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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

"RESOLVED THAT as recommended by Nomination & Remuneration Committee and approved by the Board and pursuant to the provisions of the Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), Mr. Arjun Deepak Gadre, (DIN. 00767054) who was appointed as an Additional Director of the Company w.e.f. 23rd May, 2025, on the Board as an Independent Director of the Company, being eligible 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 5 (five) consecutive years w.e.f. 23rd May, 2025, till 31st March, 2030, on the Board of the Company."

“**FURTHER RESOLVED THAT** the Board of Directors, be and is hereby authorized to take such steps, as may be necessary or desirable to give effect to this resolution.”

By Order of the Board of Directors

Dilip Kulkarni
Managing Director
DIN: 00184727

Place : Shirol
Date : 23-05-2025

NOTES:

- 1] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2] The Register of Members and the Share Transfer Books of the Company will remain closed from Friday the 01st August, 2025 to Thursday the 07th August, 2025 (both days inclusive). **A person whose name appears in the register of Members/ Beneficial Owners as on the cutoff date, i.e. 31/07/2025, only shall be entitled to payment of dividend for the financial year 2024-2025.**
- 3] The Company has transferred the unclaimed dividends declared upto the financial year 2015 to the Investor Education and Protection Fund of the Central Government. All Members who have either not received or have not encashed dividends for the financial years 2019 to 2024 are requested to update their bank details pursuant to **SEBI Circular viz. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018**. On updation of the bank details and due verification, the unpaid dividend shall be paid via electronic bank transfer. The details of such unclaimed dividends are available on the Company's website (www.kpt.co.in). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. <http://www.iepf.gov.in/>.
In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
- 4] Members / Proxies are requested to bring their copies of the Annual Reports, as the practice of distributing copies at the time of meeting has been discontinued.
- 5] Members intending to require information about accounts to be explained in the Annual General Meeting, are requested to inform the Company at least seven days in advance of the meeting.
- 6] Members are requested to notify the Company immediately, in case of change in their address.
- 7] The Securities and Exchange Board of India has directed compulsory trading of Company's scrip in dematerialized form by all investors. The Equity Shares of the Company are available for Dematerialisation with National Securities Depository Limited and Central Depository Services (India) Limited.
- 8] The Company has appointed M/s.MUFG Intime India Pvt. Ltd., (Formerly Known as Link Intime India Pvt.Ltd.) to act as Registrar and Share Transfer Agents of the Company. The members are requested to send all share transfers and other correspondence to M/s.MUFG Intime India Pvt. Ltd., (Formerly Known as Link Intime India Pvt.Ltd.)at the following address:
M/s.MUFG Intime India Pvt. Ltd.,
(Formerly Known as Link Intime India Pvt. Ltd.)
Unit: KPT Industries Limited
Block No.2, Akshay Complex,
Near Ganesh Temple, Dhole-Patil Road,
Pune – 411 001
- 9] The Board of Directors has appointed Mr. V. Sreedharan, (FCS 2347 CP No. 833), in his absence, Mr. Pradeep B. Kulkarni (FCS 7260 CP No. 7835) Partners of V. Sreedharan & Associates, Company Secretaries, Bengaluru, as the scrutinizer for conducting scrutiny of voting process at the Annual General Meeting of the Company in a fair and transparent manner.

10] Instructions to Shareholders as per SEBI Circulars issued from time to time:

- a) Special instructions to corporate investors to submit the Board resolution passed under Section 113 of the Companies Act, 2013.
- b) Instructions to joint Shareholders-In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- c) That the notice and annual report are despatched to the members and a copies of the notice and annual report are available at the website of the Company viz. (www.kpt.co.in) and also on the website of the Bombay Stock Exchange at viz. (www.bseindia.com).
- d) Following documents are available for inspection during the AGM.
 - I) Register of director and KMP, Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
 - II) All such documents referred to in this Notice and the Explanatory Statement.
- e) Members are requested to register their e-mail address in respect of shares held in electronic form with the Depository through their Depository Participant(s).
- f) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details, should send the same to their concerned Depository Participant and not to the Company.
- g) Members who are holding shares in physical form are requested to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to the RTA, along with the full address of the RTA.
- h) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.
- i) Members are instructed that in accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding equity shares in physical form, are urged to have their shares dematerialized, so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
- j) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government, can be obtained from the Registrar and Share Transfer Agent or at the registered office of the Company.
- k) As per SEBI instructions, vide its circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
- l) Holder of physical securities who fail to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, RTA will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- m) SOP for dispute resolution mechanism shall be as per SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022. The above SOP is available on the website of the Company viz. www.kpt.co.in
- n) Non-resident Indian Shareholders are requested to inform about the following immediately to the Company or Registrar and Share Transfer Agent of the Company or their Depository Participant, as the case may be:
 - a) the change in the residential status on return to India for permanent settlement,
 - b) the particulars of the NRE account with a bank in India, if not furnished earlier.

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

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

- (i) The voting period begins on Monday, the 04th August, 2025 at 09:00 A.M. (IST) and ends on Wednesday, the 06th August, 2025, at 05:00 P.M. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st July, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date, would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **KPT Industries Ltd.**, on which you choose to vote.
- (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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile No. with your respective Depository Participant (DP)
3. For Individual Demat Shareholders – Please update your email id & mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 21 09911.

By Order of the Board of Directors

Dilip Kulkarni
Managing Director
[DIN: 00184727]

Place : Shirol

Date : 23-05-2025

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

ITEM NO.5

The Board of Directors, at its Meeting held on May 23, 2025, upon recommendation of the Audit Committee, approved the appointment of M/s R. C. K & Co. Cost Accountants, Pune, having Firm Registration No. 002587, as Cost Auditors of the Company for conducting the Audit of the cost records of the Company, for the financial year 2025-26, on such remuneration, as may be mutually agreed between M/s R. C. K & Co. Cost Accountants, Pune and Mr. Dilip Kulkarni, Managing Director of the Company.

Pursuant to Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

ITEM NO.6

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its Meeting held on May 23, 2025, proposed the appointment of M/s. V Sreedharan & Associates, Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years from April 01, 2025 to March 31, 2030, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

M/s. V Sreedharan & Associates, have consented to their appointment, as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of the Companies Act, 2013, read with SEBI (LODR) Regulations, 2015.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

ITEM NO.7

Proposed candidature for the post of Independent Director Mr. Arjun Deepak Gadre (DIN No.00767054), from Goa, has earned a combined honours Bachelor of Manufacturing Engineering and Operations Management Degree from University of Nottingham, England. Since 1999, he joined Gadre Marine Export, a Proprietary Concern started by Mr. Deepak Gadre in 1978, the Firm was engaged in frozen sea food processing and export until 1994 and then in the processing and export of Surimi (Fish Paste), thus becoming the first company to process Surimi in India. Today, Gadre Marine is the only Company that uses alfa laval decanter technology in Asia. Under his leadership, the company has achieved significant growth and crossed several important milestones. Today, Gadre Marine is the largest surimi manufacturer in Asia with annual volume 40,000 MT. It is also the third largest Company in the world with an estimated 08% market share of the world surimi market.

Mr. Arjun Gadre has been selected as a permanent Society Member of the Goa Institute of Management and serves as its representative on the Board of Governance of GIM. In the year 2015, Mr. Arjun is a co-founder of the popular Goan Craft Beer Susegado. Mr. Arjun is Co-owner of the "Craver Aviation and Flight Training School" in Baramati, Maharashtra.

The Board, based on the credentials, professional background, and expertise and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience, the association of Mr. Arjun Deepak Gadre, would be beneficial to the Company and it is desirable to avail his services as Independent Director. Accordingly, it is proposed to appoint Mr. Arjun Deepak Gadre as an Independent Director of the Company, not liable to retire by rotation and to hold office of a term of 5 (five) years on the Board of the Company.

The Board recommended the appointment of Mr. Arjun Deepak Gadre (DIN: 00767054) as an Additional Director on the Board as an Independent Director of the Company w.e.f 23rd May, 2025. The terms and conditions of the said appointment shall be as per the appointment letter issued pursuant to Section 149(8) read with Schedule IV of the Companies Act, 2013.

Mr. Arjun Deepak Gadre being Non-Executive Director, shall be receiving remuneration in the form of sitting fees @ Rs. 50,000/- per meeting, for attending meeting of the Board or Committee's and commission as per Section 197 of the Companies Act, 2013, as and when applicable.

Section 149 of the Act, and provisions 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(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. Arjun Deepak Gadre is not disqualified from being appointed as Director in term 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. Arjun Deepak Gadre for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Arjun Deepak Gadre 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(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Arjun Deepak Gadre fulfills the conditions for appointment, as an Independent Director, as specified in the Act and the Listing Regulations.

Mr. Arjun Deepak Gadre is independent of the management.

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

Sl. No.	Particulars	Details of Mr. Arjun Deepak Gadre
1	Date of Birth	22-12-1975
2	Age	49 years
3	No. of meetings of the Board attended during the last one year	Not Applicable
4	Date of appointment as the Managing Director under the Companies Act, 2013 and SEBI LODR Regulations	Not Applicable
5	A Brief Resume of the director	Provided herein above
6	Nature of expertise in specific functional areas;	Business Executive
7	Disclosure of relationships between directors inter-se;	Not Applicable
8	Names of the entities in which Mr. Arjun Deepak Gadre (DIN No. 00767054) 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) Gadre Marine Export Pvt Ltd 2) Gadre Infotech Pvt Ltd 3) Rising Tide Beverages LLP 4) Gadre Foundation 5) Gadre Foods and Beverages Pvt Ltd 6) Solarscape Enterprises LLP 7) Atah Lifestyle LLP 8) ArGamay Confiteria LLP 9) Gadre Aquaculture Private Limited 10) ArGamay Confectionary Pvt Ltd 11) Gadre Nutraceuticals Pvt Ltd
9	Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]	Not Applicable
10	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. Gadre has a vast experience of managing business and currently working as the Managing Director of the Gadre Marine Export Pvt. Ltd.

The Board of Directors recommends the Special Resolution set out at Item No.7 of the accompanying Notice for the approval of the Members.

None of the Directors or KMP of the Company or their relatives are in anyway, concerned or interested in the Special Resolution set out at Item No.7 of the Notice.

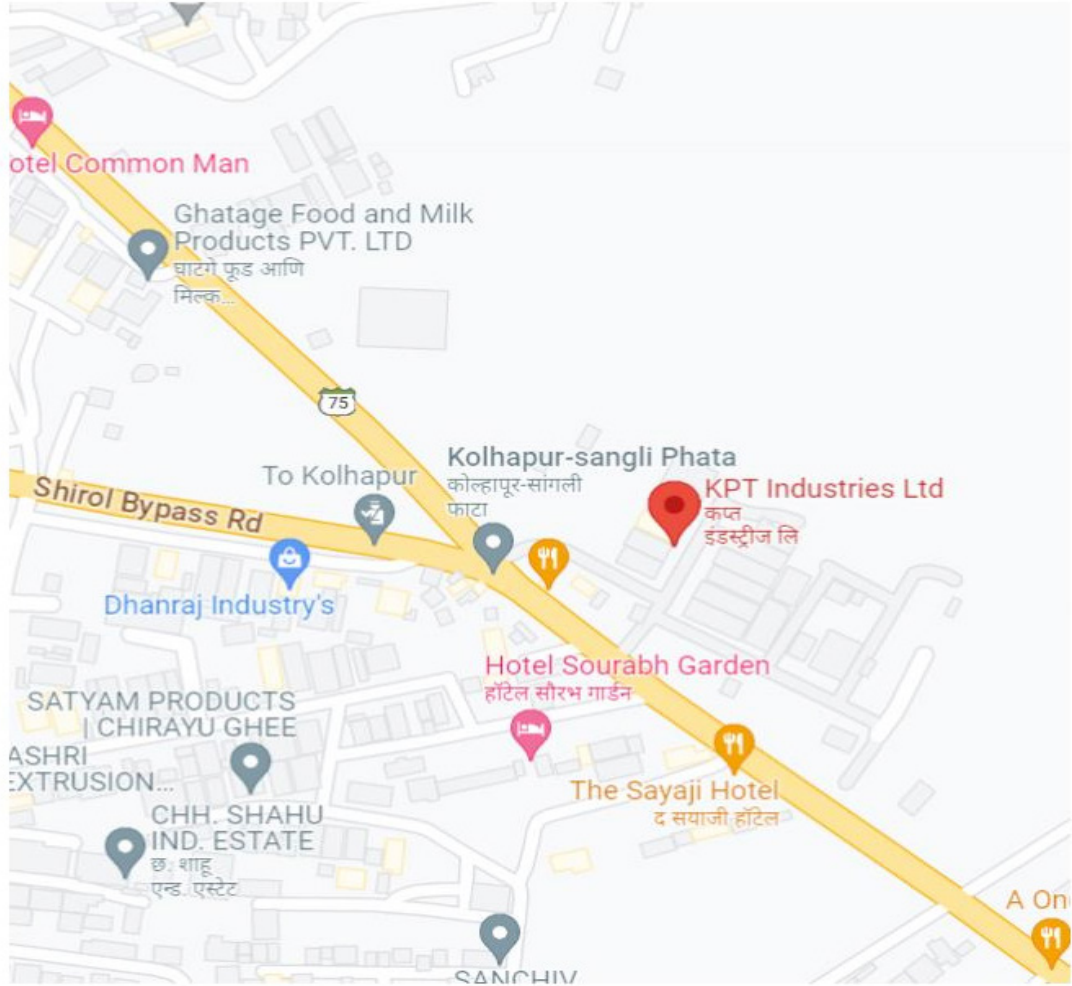
By Order of the Board of Directors

Dilip Kulkarni
Managing Director
[DIN: 00184727]

Place : Shirol

Date : 23-05-2025

Route Map to the Venue of 49th Annual General Meeting of the Shareholders of the KPT Industries Limited, scheduled at Gat No. 320, Mouje Agar, At Post. & Tal. Shirol 416103, Dist. Kolhapur, Maharashtra, India.



KPT Industries LTD.

Regd. Office: Gat No. 320, Mouje Agar,
At & Post Tal. Shirol-416 103, Dist. Kolhapur
CIN: L29130MH1976PLC019147

PROXY FORM

[Pursuant to Section 105(6) of the Companies, Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules. 2014]

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No. / Client ID & DP ID*:

*Applicable to Shareholders holding shares in electronic form.

I/We, being the member(s) of _____ Shares of the above named Company, hereby appoint

1 _____ of _____ having email id _____ Signature _____ or failing him

2 _____ of _____ having email id _____ Signature _____ or failing him

3 _____ of _____ having email id _____ Signature _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty-ninth Annual General Meeting of the Members of KPT Industries Ltd., to be held on Thursday, the 7th August, 2025, at 11.00 a.m., at the Registered Office of the Company at Gat No. 320, Mouje Agar, At & Post Tal. Shirol-416 103, Dist. Kolhapur and at any adjournment thereof, in respect of such resolutions as are indicated below:

Sl. No.	Particular of Resolution(s)	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the year ended 31 st March, 2025 and the Board's & Auditor's Reports, thereon.		
2.	To declare dividend for the financial year ended 31 st March, 2025.		
3.	To appoint a Director in place of Mr. Prakash Kulkarni, Director (DIN: 00052342), who retires by rotation and, being eligible, seeks re-appointment.		
4.	To appoint a Director in place of Dr. Ketan Pai, Director (DIN: 06980628), who retires by rotation and, being eligible, seeks re-appointment.		
5.	Ratification of the Remuneration of Cost Auditor of the Company for the financial year 2025-26.		
6.	Appointment of Secretarial Auditors		
7.	To consider appointment of Mr. Arjun Deepak Gadre, as an Independent Director (DIN No.00767054), w.e.f. 23 rd May, 2025, as per Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.		

Signed this _____ day of _____, 2025.

Signature of Shareholder: _____

Affix
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the ensuing Annual General Meeting.

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

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

Following are the instruction for filling the proxy form:

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