

## **Notice of 40<sup>th</sup> Annual General Meeting**

NOTICE IS HEREBY GIVEN TO THE MEMBERS OF KCD INDUSTRIES INDIA LIMITED THAT THE 40TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS IS SCHEDULED TO BE HELD ON TUESDAY, 30TH SEPTEMBER 2025 AT 01.00 P. M. THROUGH VIDEO CONFERENCING (VC) ORGANISED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESS MATTERS AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO 101, KCD JOGESH EVA, NATWAR NAGAR, ROAD NO. 1, JOGESHWARI (EAST), MUMBAI - 400060:

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025 and the report of the Board of Director's and Auditor's thereon.

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

**"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2025 and the Reports of the Board of Director's and the Auditor's thereon, as circulated to the members, be and are hereby received, considered and adopted."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary be and is hereby authorized do all such acts, deeds, matters & things, as may be, considered necessary & expedient to give effect to the said resolution;"

2. To appoint a director in place of **Mr. Rajiv Chandulal Darji (DIN: 02088219)**, who retires by rotation, pursuant to Section 152 of Companies Act, 2013 (the "Act") and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT Mr. Rajiv Chandulal Darji (DIN: 02088219)**, who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Directors for the time being are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

## **SPECIAL BUSINESSES:**

3. To regularise the appointment of **Mr. Chirag Shah (DIN: 07735458)**, who was appointed as the Additional Executive Director of the Company.

To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 152, 160, 161 read with the other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce) and applicable Regulations 17 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and such other consents and permissions as may be necessary and in terms of Article of Association of the Company and upon recommendation of the Nomination and Remuneration committee, Mr. Chirag Shah (DIN: 07735458) who was appointed as the Additional Director in the category of an Executive Director of the Company w.e.f 05-09-2025 and who would hold office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, and who has given his consent in writing, be and is hereby appointed as the Executive Director of the Company, liable to retire by rotation and on the following terms and conditions:-

### **Category: A**

**Remuneration, allowances and perquisites:** The Board hereby informs that the appointment term of **Mr. Chirag Shah** has been mutually decided between the Board of Directors and Mr. Chirag Shah. The remuneration and other facilities payable to him have been determined in accordance with the term sheet duly signed by the Board and Mr. Chirag Shah..

### **Category: B**

- 1. Employers Contribution to PF:**As per the Rules of the Company.
- 2. Gratuity:** As per the rules of the Company, subject to the maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
- 3. Earned Privilege Leave:** As per the rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.
- 4. Directors Obligation Insurance Premium:** If any taken by the Company as per provisions of section 197(13) of the Companies Act, 2013.

### **Category C**

#### **Facilities to perform the Company's work:**

The Board hereby informs that the appointment term of Mr. Chirag Shah has been mutually decided between the Board of Directors and Mr. Chirag Shah. The

remuneration and other facilities payable to him have been determined in accordance with the term sheet duly signed by the Board and Mr. Chirag Shah.

**“FURTHER RESOLVED THAT** Mr. Chirag Shah (DIN: 07735458), Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other senior executives of the Company.

**“FURTHER RESOLVED THAT** the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Nomination and Remuneration Committee/ the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, without requirement for seeking further approval of members of the Company and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

4. To regularise appointment of **Mr. Hariom Patidar (DIN: 10631680)** as an Independent Director of the Company.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. HariOm Patidar (DIN: 10631680), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from 16<sup>th</sup> August, 2025 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from August 16, 2025 till August 16, 2030 (both days inclusive),.

**RESOLVED FURTHER THAT** pursuant to Regulation 30 of SEBI LODR Regulations, any Director of the Company, be and is hereby authorized to make necessary disclosures/intimations to the Stock Exchanges, file requisite e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

5. To Regularise appointment of **Ms. Devyani Chhajed (DIN: 10276186)** as an Independent Director of the Company.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Devyani Chhajed (DIN: 10276186), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from 16<sup>th</sup> August, 2025 and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from August 16, 2025 till August 16, 2030 (both days inclusive),.

**RESOLVED FURTHER THAT** pursuant to Regulation 30 of SEBI LODR Regulations, any Director of the Company, be and is hereby authorized to make necessary disclosures/intimations to the Stock Exchanges, file requisite e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

6. To Regularise appointment of **Ms. Ritu Tiwari (DIN: 11040362)** as an Independent Director of the Company.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including and statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Ritu Tiwari (DIN: 11040362), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from 16<sup>th</sup> August, 2025 and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from August 16, 2025 till August 16, 2030 (both days inclusive),.

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**RESOLVED FURTHER THAT** pursuant to Regulation 30 of SEBI LODR Regulations, any Director of the Company, be and is hereby authorized to make necessary disclosures/intimations to the Stock Exchanges, file requisite e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

7. To consider and approve the appointment of **M/s. Deepak Patil & Co**, Peer reviewed Practicing Company Secretaries, as a Secretarial Auditors of the Company, for a period of 5 years commencing from F.Y. 2025-2026 till F.Y. 2029-2030, for conducting the Secretarial Audit of Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and such other approvals as may be necessary, Regulation 24A(1) (1A) of the SEBI (LODR) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024, recommendation of the Audit Committee and Board of Directors of the Company, consent of the shareholders be and is hereby accorded for appointment of M/s. Deepak Patil & Co, Peer Reviewed Practicing Company Secretaries, (CP: 11592 & Mem No: 9636) as the Secretarial Auditors of the Company, for a period of 5 financial years commencing from F.Y. 2025-2026 till F.Y. 2029- 2030, for conducting the Secretarial Audit of Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company, whose tenure shall end on the date of annual general meeting held for the F.Y. 2029- 2030.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies and intimations with BSE Limited.”

**Date: 05<sup>th</sup> September 2025**

**Place: Mumbai**

**Registered Office:**

**Unit No 101, KCD Jogesh Eva, Natwar Nagar,  
Road No. 1, Jogeshwari (East), Mumbai -  
400060.**

**Email id: [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)**

**Contact: 9137322030,**

**Website: [www.kcdindustries.com](http://www.kcdindustries.com)**

**CIN: L70100MH1985PLC301881**

**By order of the Board of Director of  
KCD Industries India Limited**

**Sd/-  
Chirag Shah  
Additional  
Director  
DIN: 07735458**

**Sd/-  
Rajiv Darji  
Managing Director &  
CFO  
DIN: 02088219**

**NOTES:**

Pursuant to General Circulars No.14/2020 dated April 8, 2020; No.17/2020 dated April 13, 2020; No.20/2020 dated May 5, 2020; No. 02/2021 dated January 13, 2021; No. 21/2021 dated December 14, 2021; No. 2/2022 dated May 5, 2022; No. 10/2022 dated December 28, 2022; No.09/23 dated September 23, 2023; and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 40th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India (SEBI), vide its Circular SEBI/HO/CFDICMD2/CIRIP/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as "SEBI Circulars") and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the **40<sup>th</sup> AGM of the Company** is being held through VC/OAVM on **Tuesday, September 30, 2025, at 11:00 A.M. (IST).**

For the purpose of the Companies Act, 2013 ("Act"), the proceedings of the meeting shall be deemed to take place at the registered office of the Company situated Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East), Mumbai - 400060

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members will not be available for this AGM and hence, the proxy form, attendance slip, and route map of AGM are not annexed to this notice.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the



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Companies Act, 2013. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to [csdeepak.patil12@gmail.com](mailto:csdeepak.patil12@gmail.com) with a copy of the same marked to the Company at [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com).

4. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote evoting system as well as e-voting on the day of the AGM will be provided by CDSL.
5. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No.09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November, 11 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ("DPs"). The Company shall send the physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2024-25, may request that by sending an email to the Company at [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the 40<sup>th</sup> AGM along with the Annual Report for FY 2024-25 will also be available on the weblink of the Company at [www.kcdindustries.com](http://www.kcdindustries.com) websites of the Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. The cut-off date for the purpose of entitlement for voting (including remote e-voting) is **Tuesday, the 23<sup>rd</sup> September, 2025**.
7. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

Commencement of remote e-voting	09.00 am (IST) on Saturday 27 <sup>th</sup> September, 2025
End of remote e-voting	05.00 pm (IST) on Monday, 29 <sup>th</sup> September, 2025

Once the vote on a resolution is casted by a member, such member shall not be allowed to change it subsequently.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Tuesday, the 23<sup>rd</sup> September, 2025** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
9. The Register of Members and the Share Transfer Books will remain closed from **Wednesday, 24<sup>th</sup> September 2025 to Tuesday, 30<sup>th</sup> September 2025** (both days inclusive) for the purpose of the Annual General Meeting.
10. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard - 2 on "General Meetings", the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
11. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
12. Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company's investor email id: [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)
13. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote evoting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of **40<sup>th</sup> AGM i.e. 30<sup>th</sup> September, 2025**. Members seeking to inspect such documents may send an email to [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com)
15. CS Deepak Patil, Proprietor of M/s Deepak Patil & Co., Company Secretaries, Indore (M.P.) (Peer Review No. 2530/ 2022 M.No. FCS 9626 & C.P.No.11592), has been appointed as the Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
16. The Members are requested to:
  - a. Intimate changes, if any, in their registered addresses immediately.
  - b. Quote their ledger folio number in all their correspondence.



- c. Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
17. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
18. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com) so that the information required may be made available at the Meeting.
19. Members are requested to notify immediately any change in their address and also intimate their active EMail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent (RTA) Skyline Financial Services Private Limited, having office at D-153 A| Ist Floor | Okhla Industrial Area, Phase-I, New Delhi-110020 having email Id [info@skylinerta.com](mailto:info@skylinerta.com) to receive the soft copy of all communication and notice of the meetings etc. of the company.
20. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M. and 4:00 P.M. up to the date of the meeting.
21. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
22. Please also note that SEBI by circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025 has opened special window for lodgment of transfer deeds lodged prior to deadline of April 01, 2019 and rejected/returned due to deficiency in the documents, may be re-lodged with requisite documents. It was further decided to fix March 31, 2021 as the cut-off date for re-lodgement of transfer deeds. The special window shall be opened for a six months from 7th July, 2025 to 6th January, 2026.
23. An explanatory statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("act") setting out the material facts concerning the businesses to be transacted is annexed hereto.
24. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this AGM will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
25. To support the "Green initiative" members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER**

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

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

- (i) The voting period begins on 09:00 AM (IST) on **Saturday 27<sup>th</sup> September, 2025** and ends on 05:00 PM (IST) on **Monday, 29<sup>th</sup> September, 2025**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23<sup>rd</sup> September, 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.
- (iv) 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.
- (v) 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.
- (vi) In terms of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, under Regulation 44 of Securities and Exchange Board of India (LODR)) Regulations, 2015, issued by SEBI 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</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 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, 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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</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 NSDL  
Depository

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” “Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
- 4) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the

	remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 or joining virtual meeting & voting during the meeting.

A) **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.

B) **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 <b>CDSL</b>	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 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

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

a) Login method for e-Voting and joining virtual meetings 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **KCD INDUSTRIES INDIA LIMITED** on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xviii) 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](http://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](mailto: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; [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@kcdindustries.com](mailto:compliance@kcdindustries.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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/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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:**

### **Item No.: 03**

Pursuant to the provisions of section 152, 160, 161 read with the other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, and other applicable provisions if any of the Companies Act, 2013 and upon recommendation of Nomination & Remuneration Committee, Mr. Chirag Shah (DIN: 07735458), was appointed as the Additional Director in the category of an Executive Director of the Company w.e.f 05-09-2025 and would hold office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, has given his Consent to act as the Executive Director of the Company.

The Board recommend the appointment of Mr. Chirag Shah (DIN: 07735458), as a Director on the Board of the Company. Accordingly, Ordinary resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Mr. Chirag Shah (DIN: 07735458), as per the appointment, shall also be appointed as the member of all the committees of the company w.e.f the date of his appointment.

Brief Profile of the Director along with requisite disclosures has been annexed to the notice as **Annexure A**.

### **Item No.: 04**

The Board of Directors ('the Board') upon recommendation of Nomination and Remuneration Committee, at the board meeting held on 16<sup>th</sup> August, 2025, appointed Mr. Hari Om Patidar (DIN: 10631680) as an Additional Non-Executive Independent Director of the Company as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment or re-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.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of

SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Mr. Hari Om Patidar (DIN: 10631680) is eligible for appointment as a Non-Executive Independent Director not liable to retire by rotation and he will not be counted in total number of Directors for the purpose of determining those liable to retire by rotation.

Mr. Hari Om Patidar (DIN: 10631680) has given his consent to act as a Director of the Company pursuant to Section 152 of the Act.

Mr. Hari Om Patidar (DIN: 10631680) has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

The details of Mr. Hari Om Patidar (DIN: 10631680) as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution no. 4 of this Notice, for appointment of Mr. Hari Om Patidar (DIN: 10631680) as an Independent Director of the Company, not liable to retire by rotation, for approval of the Members.

Save and except otherwise, Mr. Hari Om Patidar and his relatives to the extent of their shareholding interest, if any, in the Company, None of the Directors including Key Managerial Personnel of the Company are concerned or interested in the resolution.

#### **Item No. 05**

The Board of Directors ('the Board') upon recommendation of Nomination and Remuneration Committee, at the board meeting held on 16<sup>th</sup> August, 2025, appointed Ms. Devyani Chhajer (DIN: 10276186) as an Additional Non-Executive Independent Director (Women) of the Company as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment or re-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.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance



or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Ms. Devyani Chhajed (DIN: 10276186) is eligible for appointment as a Non-Executive Independent Director not liable to retire by rotation and she will not be counted in total number of Directors for the purpose of determining those liable to retire by rotation.

Ms. Devyani Chhajed (DIN: 10276186) has given her consent to act as a Director of the Company pursuant to Section 152 of the Act.

Ms. Devyani Chhajed (DIN: 10276186) has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

The details of Ms. Devyani Chhajed (DIN: 10276186) as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution no. 5 of this Notice, for appointment of Ms. Devyani Chhajed (DIN: 10276186) as an Independent Director of the Company, not liable to retire by rotation, for approval of the Members.

Save and except otherwise, Ms. Devyani Chhajed (DIN: 10276186) and her relatives to the extent of their shareholding interest, if any, in the Company, None of the Directors including Key Managerial Personnel of the Company are concerned or interested in the resolution.

#### **Item No: 06**

The Board of Directors ('the Board') upon recommendation of Nomination and Remuneration Committee, at the board meeting held on 16<sup>th</sup> August, 2025, appointed Ms. Ritu Tiwari (DIN: 11040362) as an Additional Non-Executive Independent Director (Women) of the Company as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment or re-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.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance

or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Ms. Ritu Tiwari (DIN: 11040362) is eligible for appointment as a Non-Executive Independent Director not liable to retire by rotation and she will not be counted in total number of Directors for the purpose of determining those liable to retire by rotation.

Ms. Ritu Tiwari (DIN: 11040362) has given her consent to act as a Director of the Company pursuant to Section 152 of the Act.

Ms. Ritu Tiwari (DIN: 11040362) has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

The details of Ms. Ritu Tiwari (DIN: 11040362) as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice.

The Board of Directors recommends the resolution no. 6 of this Notice, for appointment of Ms. Ritu Tiwari (DIN: 11040362) as an Independent Director of the Company, not liable to retire by rotation, for approval of the Members.

Save and except otherwise, Ms. Ritu Tiwari (DIN: 11040362) and her relatives to the extent of their shareholding interest, if any, in the Company, None of the Directors including Key Managerial Personnel of the Company are concerned or interested in the resolution.

**Item No: 07**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A (1A) & (1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024 w.e.f. 1st April, 2025, every listed entity is required to appoint an individual or a firm as a Secretarial Auditors of the Company, who shall be a peer reviewed Practicing Company Secretary and who has not incurred any disqualifications for appointment or continuation as Secretarial Auditors of the listed entity.

Accordingly, based on the recommendation of the Audit Committee & Nomination & Remuneration Committee, the Board of Directors has approved the appointment of M/s Deepak Patil & Co, a Peer Reviewed Company Secretary, a peer reviewed firm, (Peer Review No: 2530/2022, CP: 11592, Mem No: 9636) as the Secretarial Auditors of the Company for a term of five years to hold office from the conclusion of the 40<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of the 45<sup>th</sup> AGM of the company to be held

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in the F.Y 2029-30 for conducting secretarial audit for a period commencing from FY 2025-26 till FY 2029-30 on such terms and remuneration as may be decided for financial year 2025-26 with such revisions as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years.

The proposed fees in connection with the secretarial audit shall be mutually agreed between the Board of Directors and M/s. Deepak Patil & Co. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

#### **BRIEF PROFILE OF M/S DEEPAK PATIL & COMPANY, PRACTICING COMPANY SECRETARIES APPOINTED AS THE SECRETARIAL AUDITOR OF THE COMPANY**

Mr. Deepak Patil, practicing company secretaries (COP No. 11592) is a peer-reviewed firm having Certificate no. 2530/2022 experience in matters relating to Corporate Law, liasoning with Ministry of Corporate Affairs, Reserve Bank of India, advisory services pertaining to Foreign Exchange Management Act, 1999.

M/s Deepak Patil & Co., Company Secretaries has not incurred any disqualification as per Annexure 2 of SEBI Circular SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024. The Board of Directors of the Company recommends the Ordinary resolution set out at Item No. 7 of the Notice for approval of the Members. None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **Details of Secretarial Auditor Auditor proposed to be appointed:**

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	Details
Name of the Auditor	M/s. Deepak Patil & Co.
Proposed Audit fees payable to the Auditors	As may be decided between the Board of Directors and Auditors
Term of Appointment	Appointed for a period of 5 years from the conclusion of this 40 <sup>th</sup> AGM up to the conclusion of 45 <sup>th</sup> AGM to be held in year 2030.
Material changes in fee payable	None
Basis of recommendation and auditor credentials	The audit committee based on credibility of firm and partners, recommends appointment of M/s. Deepak Patil & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company.

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### Annexure A to the Notice

**In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circulars and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) details of Director seeking re-appointment at the 40<sup>th</sup> Annual General Meeting are as follows:**

<b>Name of Director</b>	<b>Mr. Chirag Shah</b>
<b>DIN</b>	<b>07735458</b>
<b>Age</b>	<b>32 years</b>
<b>Designation</b>	<b>Executive Director</b>
<b>Date of Birth</b>	<b>21/04/1994</b>
<b>Nationality</b>	<b>Indian</b>
<b>Date of first appointment on the Board</b>	<b>05.09.2025</b>
<b>Expertise / Experience in specific functional areas</b>	<b>Expertise in Finance &amp; Business Management</b>
<b>Qualification</b>	<b>Graduate</b>
<b>Terms and condition of appointment or re appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	<b>Mr. Chirag Shah has been appointed for a period of 5 year (Five) at a remuneration as may be decided by and between the Board and Mr. Chirag Shah.</b> <b>No last drawn remuneration</b>
<b>Number of Meetings of the Board attended during the year</b>	<b>1</b>
<b>List of other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	<b>Mr. Chirag is also a director in 2 Private limited Companies:</b> <b>1. CV Ziti Private Limited</b> <b>2. Siddhgiri Realty Private Limited</b>
<b>Shareholding in the Company</b>	<b>None</b>
<b>Inter se relations with other directors</b>	<b>None</b>

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<b>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018.</b>	Mr. Chirag Shah is not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority.

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**Information as required under Regulation 30 read with Schedule III - Para A of Part A of the Listing Regulations and SEBI Master Circular having reference SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 issued in this regard is furnished below:**

**Annexure to item no. 2 of the notice**

**Brief profile of the directors seeking re-appointment at the ensuing Annual General Meeting as per SEBI (LODR)**

**Regulations, 2015 and the Companies Act, 2013.**

<b>Name of Director</b>	<b>Mr. Rajiv Chandulal Darji</b>
<b>DIN</b>	02088219
<b>Age</b>	49 years
<b>Designation</b>	Chairman & Managing Director
<b>Date of Birth</b>	14/04/1976
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	07/9/2021
<b>Expertise / Experience in specific functional areas</b>	Financial Management and Business Management
<b>Qualification</b>	Post Graduate
<b>Terms and condition of appointment or re appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	Mr. Rajiv shall be appointed as the Executive Director w.e.f the date of AGM until the date of resignation tendered by him, if any.
<b>Number of Meetings of the Board attended during the year</b>	17
<b>List of other Directorships, Membership/ Chairmanship of</b>	Mr. Rajiv is not a director in any other listed company.



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<b>Committees of other Boards</b>	
<b>Shareholding in the Company</b>	NIL
<b>Inter se relations with other directors</b>	NONE
<b>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018.</b>	Mr. Rajiv Darji is not debarred from accessing capital markets and / or restrained from holding the office of director by virtue of any order of the SEBI or any other such authority.

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#### Details of Director proposed to be re-appointed/regularised:

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	Details		
Name of the Director	Mr. Hari Om Patidar	Ms. Devyani Chhajed	Ms. Ritu Tiwari
DIN	10631680	10276186	11040362
Date of Birth	08/06/1994	17/03/1991	19/09/1990
Age	31	34	35
Qualification	Chartered Accountant	Chartered Accountant	Company Secretary
Expertise in functional area	Accounting & Auditing, Finance & Taxation, Risk Management & Internal Controls Strategic Planning & Advisory	Possesses expertise in the areas of accounting, auditing, taxation, financial management, corporate governance, and regulatory compliance	Possesses expertise in corporate law, secretarial practice, governance, regulatory compliance, legal advisory, and stakeholder management.
Terms and conditions of Appointment or reappointment along with details of remuneration sought to be paid	Appointed for a term of five years commencing from August 16, 2025 and ending on August 16, 2030	Appointed for a term of five years commencing from August 16, 2025 and ending on August 16, 2030	Appointed for a term of five years commencing from August 16, 2025 and ending on August 16, 2030
Remuneration last drawn by such person, if applicable	NIL	NIL	NIL
Remuneration sought to be paid	None	None	None
Date of first appointment on the Board	16/08/2025	16/08/2025	16/08/2025
Membership/Chairmanship of Committees of the Board of the Company	-	-	-
Other Directorships and Membership / Chairmanship of Committees of other Boards	None	None	None
No. of shares held in the Company	Nil	Nil	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
No. of Meetings of the Board of Directors attended during the year 2024-25	None	None	None