

KUMAR AUTOCAST LIMITED

Regd. Office: - C-179, Focal Point, Phase VI, Ludhiana-141010, Punjab

Email Id: asood@kumarautoacast.com; Telephone No: 0161-2671428

CIN: - L27101PB1985PLC006100

www.kumarautoacast.com

NOTICE

NOTICE is hereby given that the **36th** Annual General Meeting of the Members of **Kumar Autocast Limited** will be held on **Thursday the 30th day of September, 2021 at 03:00 P.M.** at the registered office of the company situated at C-179, Focal Point, Phase VI, Ludhiana-141010, Punjab to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.1: TO RECEIVE & ADOPT AUDITED ANNUAL FINANCIAL STATEMENTS AND OTHER REPORTS

To receive, consider and adopt the Audited Balance Sheet as at **31st March, 2021**, Statement of Profit and Loss for the year ended on that date, together with Report of the Auditor's and Director's thereon.

ITEM NO.2: RE-APPOINTMENT OF SH. ASHISH KUMAR SOOD

To re-appoint Director **Sh. Ashish Kumar Sood (DIN: 00672179)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offer himself for re-appointment in place of Sh. Ashish Kumar Sood.

ITEM NO.3: RE-APPOINTMENT OF SH. AJAY KUMAR SOOD

To re-appoint Director **Sh. Ajay Kumar Sood (DIN: 00685585)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offer himself for re-appointment in place of Sh. Ajay Kumar Sood.

SPECIAL BUSINESS

ITEM NO.4: BLANKET APPROVAL FOR RELATED PARTY TRANSACTIONS:

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby for entering into the following proposed Related Party Transactions at Arm Length Price with respect to sale and purchase of goods and raw material by and from Kumar Autocast Limited for the financial year 2021-21 upto the maximum per annum amounts as appended in table below:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transaction per Annum
1	Kumar Exports	Directors having Significant Interest	40 Crore
2	Forgewell	Directors having Significant Interest	10 Crore

ITEM NO: 5. APPOINTMENT OF SH. RAKESH DHANDA (DIN: 03496947) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149&152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015and other applicable provisions, the consent of the shareholders be and is hereby accorded to appoint **Sh. Rakesh Dhanda (DIN: 03496947)**as an Independent Director of the Company to hold office for a term of 5 consecutive years w.e.f. 05.09.2021 subject to the approval by the shareholders of the Company in the ensuing General meeting.

RESOLVED FURTHER THAT the sitting fees shall be paid to the independent Director as approved by the board of directors subject to the maximum limit as per the provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT Sh. Ajay Kumar Sood, Whole time Director (DIN:00685585) of the Company, be and is hereby authorized to comply with all the other legal and procedural formalities in this matter to make the above resolution effective.”

ITEM NO: 6. REGULARISATION OF SH. SHREY BHUTANI (DIN: 09189242) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made there under, the approval of shareholders of the company be and is hereby accorded to appoint **Sh. Shrey Bhutani (DIN: 09189242)** as independent director, for a term of consecutive five years, commencing from **30th September, 2021** subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to **Section 152** of the Act. **Sh. Shrey Bhutani (DIN: 09189242)** was appointed as an Additional Director in the meeting of the Board of Directors held on **26.06.2021** and his term expires at the ensuing Annual General Meeting of the company. The Company has received a notice in writing proposing his candidature for the office of the Independent Director of the Company."

By Order of the Board
For **Kumar Autocast Limited**

Place: Ludhiana

Date: 05.09.2021



(Ajay Kumar Sood)

Whole Time Director

(DIN: - 00685585)

House No 2086, Phase-1, Dugri Road,
Urban Estate Ludhiana, PB

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the Company. The proxy, in order to be effective must be received by the Company not less than 48 hours before the Meeting. The Blank Proxy form is enclosed.

2. In Compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules 2015, and Regulation 44 of the SEBI (Listed Obligations And Disclosures Requirements) Regulations 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.

4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. A statement giving the relevant details of the Directors seeking re-appointment, appointment & regularization under Item No. 2, 3, 5 and 6 of the accompanying Notice is annexed herewith in explanatory statement.

6. Members are requested to intimate their queries, if any, related to accounts at least seven days in advance of meeting so that information can be made available and furnished at meeting.

7. All documents referred to in the notice, unless otherwise specifically stated will be available for members for inspection at the registered office of the Company between 02.00 pm to 04.00 pm from the date hereof upto the date of Annual General Meeting.

8. The register of members and share transfer books shall remain closed from Monday the 20th September, 2021 to Thursday 30th September, 2021 (Both Days inclusive).

9. Miss Kiranpreet Kaur proprietor of M/s Kiranpreet & Associates has been appointed as scrutinizer for providing the report on results of poll/vote for the resolution passed during the AGM.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in physical form are, therefore, requested to submit their PAN to the Company Skyline Financial Services Private Limited.

11. The Result of the resolutions passed at the AGM of the Company will be declared within 48 working hours of Conclusion of AGM. The results declared along with the Scrutinizer Report shall be placed on Company's website and on the website of CDSL and will be communicated to the stock exchanges.

12. M/s Kiranpreet & Associates, Company Secretaries, have been appointed as the scrutinizer to scrutinize the e-voting process in fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The scrutinizer shall within a period of three working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the company.

13. In support of the Green Initiative, your Company proposes to send the documents like Notice calling the General Meetings and Annual Report containing Financial Statements, Director's Report etc and other communications in electronic form. We request you to update your email address with your Depository Participant/Company/RTA to ensure that the Annual Report and other communications reach you on your preferred email.

14. The Annual Report 2020-21 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the report. The members who have not registered their email addresses, physical copies of the Annual Report 2020-21 are being sent by permitted mode.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th Sep, 2021 (9:00 am) and ends on 29th Sep, 2021 (5:00 pm). 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 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) The shareholders should log on to the e-voting website www.evotingindia.com.*
- (iv) Click on "Shareholders" tab.*
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.*
- (vi) Next enter the Image Verification as displayed and Click on Login.*
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.*
- (viii) If you are a first time user follow the steps given below:*

<i>For Members holding shares in Demat Form and Physical Form</i>

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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
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"> • 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 as mentioned in instruction (v).

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

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN 210905007 <KUMAR AUTOCAST LIMITED>for the relevant on which you choose to vote.

(xiii) 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.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the vote cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google play store. Apple and windows phone user can download the app from the App store and windows Phone store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobiles app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian• are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their votes.

- *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.*
- *Any, person who acquires shares of the company and become member of the company after dispatch of notice and holding shares as on the cut-off date i.e. 19th September, 2021 may follow the same instructions as mentioned above for e-voting.*

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

CIN : L27101PB1985PLC006100

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KUMAR AUTOCAST LIMITED

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

ITEM NO. 2 OF THE ORDINARY BUSINESS

INFORMATION AND DETAILS REGARDING DIRECTOR SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING:

Name of the Director	ASHISH KUMAR SOOD	AJAY KUMAR SOOD
Director Identification Number (DIN)	00672179	00685585
Date of Birth	28/01/1959	26/08/1954
Nationality	Indian	Indian
Date of Appointment on Board	01/10/2002	01/10/2007
Qualification	B.tech	LLB
No. of Shares Held	820050	676200
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	NIL
Relationship with other Directors	Related to Mr. Ajay Kumar Sood and Mr. Arun Kumar Sood	Related to Mr. Arun Kumar Sood and Mr. Ashish Kumar Sood

None of the other Directors/ Key Managerial Personnel (KMP) of the company/their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 2 and 3.

ITEM NO. 5 OF THE SPECIAL BUSINESS

The Board proposes to appoint Mr. Rakesh Dhanda as an Independent Director of the company pursuant to the provisions of Section 149 & 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force).

In order to view the growing complexities in the business and regulatory requirement, the Board of Directors of the Company has accorded their consents to appoint Mr. Rakesh Dhanda, as an Independent Director subject to the approval of shareholders at the Annual General Meeting.

The brief profile of Mr. Rakesh Dhanda is as follows:

Mr. Rakesh Dhanda is a Graduate in Commerce from Punjab University, Chandigarh having Professional Expertise in IT Solutions (Low Voltage). He has an experience as a Proprietor of Dhanda Enterprises since 1990.

Currently, he is working as a Proprietor of Dhanda Enterprises.

Section 150(2) of the Companies Act, 2013 states that the appointment of the Independent Director shall be approved by the company in its general meeting.

Accordingly, the Directors recommends this Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6 OF THE SPECIAL BUSINESS

In accordance to the applicability of the **Companies Act, 2013**, it is proposed to appoint **Mr. Shrey Bhutani** as **Independent Director** of the Company for a term of consecutive five years commencing from **29th September, 2021**. The Company has received consent from the Independent Director and also declaration confirming that he is not disqualified from being appointed as a Director in terms of **Section 164** of the **Companies Act, 2013** and meet the criteria of independence as prescribed under **Section 149(6)** of the **Companies Act, 2013**.

The Independent Director is Independent of the management and in the opinion of the Board he fulfils the conditions specified in the **Companies Act, 2013** and rules made there under for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the shareholders.

None of the Directors of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 6

Place: Ludhiana
Date: 05.09.2021

By Order of the Board
For **Kumar Autocast Limited**

A handwritten signature in black ink, appearing to read 'Ajay Kumar Sood', written over a horizontal line.

(Ajay Kumar Sood)
Whole Time Director
(DIN: - 00685585)
House No 2086, Phase-1, Dugri Road,
Urban Estate Ludhiana, Pb