

KUMAR AUTOCAST LIMITED

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

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

CIN: - L27101PB1985PLC006100

www.kumarautocast.com

NOTICE

NOTICE is hereby given that the **37th** Annual General Meeting of the Members of **Kumar Autocast Limited** will be held on **Friday the 30th day of September, 2022 at 12:30 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, 2022**, 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 in place of **Sh. Ashish Kumar Sood (DIN: 00672179)**, **Whole Time Director**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offer himself for re-appointment.

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

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

ITEM NO.4: RE-APPOINTMENT OF SH. ARUN KUMAR SOOD

To re-appoint Director in place of **Sh. Arun Kumar Sood (DIN: 00685937)**, **Managing Director**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offer himself for re-appointment.

ITEM NO.5: APPOINTMENT OF STATUTORY AUDITORS

*To consider the appointment of Statutory Auditors of the company for the Financial Year 2022-23 and to fix their remuneration and in this regard 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 139 and 142 of the Companies Act, 2013 and other applicable provisions, if any, **M/s VINAY & ASSOCIATES**, Chartered Accountants, Ludhiana be and are hereby re-appointed as the statutory auditors of the company for the period of 5 years, commencing from the conclusion of this **37th** Annual General Meeting till the conclusion of **42nd** AGM at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS

ITEM NO. 6: 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 2022-23 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	50 Crore
2	Kumar Export Industries Pvt Ltd	Directors having Significant Interest	15 Crore

ITEM NO: 7. APPOINTMENT OF MS. RITU MEHRA (DIN: 09445664) AS INDEPENDENT WOMAN 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 **Ms. Ritu Mehra (DIN: 09445664)**as an Independent Woman Director of the Company to hold office for a term of 5 consecutive years w.e.f. 30.09.2022 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. 8: TO APPROVE REAPPOINTMENT OF MR. AJAY KUMAR SOOD, WHOLE TIME DIRECTOR & INCREASE IN REMUNERATION FROM RS. 3,50,000 PER MONTH TO RS. 3,75,000 W.E.F 01ST OF OCTOBER 2022.

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

RESOLVED THAT Pursuant to provisions of **Section 196, 197 and 203** and all other applicable provisions if any ,of the **companies Act , 2013**, (“the Act”) read with schedule V to the said act and the companies (Appointment and Remuneration of Managerial personnel) Rules,2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per the Articles of Association of the Company and subject to such other approval(s) or sanction(s) as may be prescribed, consent of the company be and is hereby accorded to reappoint **Mr. Ajay Kumar Sood** as **Whole Time Director** of the company for **3 years w.e.f. 01.10.2022 and increase in remuneration from Rs. 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) per month to Rs. 3,75,000(Rupees Three Lakhs Seventy Five Thousand Only) including House Rent Allowance Rs. 50,000/-(Rs. Fifty Thousand Only)** plus all perquisites or such other limit as may be ascertained under the provision of Schedule V of the Act, payable as per rules and policies of the company for 3 years w.e.f. 01.10.2022.

RESOLVED FURTHER THAT Sh. Ajay Kumar Sood shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

Sr. No	Remuneration	Details
I	Basic Salary	Rs. 3,25,000/- Per Month
II	House Rent Allowance	Rs. 50,000/- Per Month
III	Perquisites	Perquisites will be allowed in addition to salary, as mentioned below:
a)	Medical Reimbursement	Reimbursement of actual Medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges and will also pay health insurance premium for himself and his family subject to the Income Tax Act, 1961.
b)	Leave Travel Concession	Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and his family in accordance with the rules of the Company.
c)	Club Fees	Reimbursement of membership fee of any club in India and/or abroad including admission and life membership fee subject a maximum of two (2) clubs.
d)	Personal Accident	Premium not to exceed Rs. 15,000/- Per Annum.
e)	Car & Telephone	Free Use of Company's car for official work as well as for personal purposes and telephone at company's cost.
f)	Gratuity	Company will pay gratuity at the rate of half month's salary for each completed year of service.
g)	Contribution to Provident Fund	Company will contribute to provident fund, superannuation fund and Annuity fund as per company's policy but subject to Income Tax Act, 1961.
h)	Insurance Policy	Life Insurance policy having the employer & employee relationship benefit, provides life cover up to Rs. 1.50 Crores and premium shall not to exceed Rs. 25.00/- Lacs Per Annum.

**Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rules, perquisites shall be evaluated at actual cost.*

RESOLVED FURTHER THAT The Board and Directors of the company be and hereby is authorized to approve the terms and conditions of re-appointment and make changes in the terms of re-appointment

including remuneration and do all such acts, deeds and things which are necessary and incidental to give effect to this resolution.

ITEM NO. 9: TO APPROVE REAPPOINTMENT OF MR. ASHISH KUMAR SOOD, WHOLE TIME DIRECTOR & INCREASE IN REMUNERATION FROM RS. 3,50,000 PER MONTH TO RS. 3,75,000 W.E.F 01ST OF OCTOBER 2022

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

RESOLVED THAT Pursuant to provisions of **Section 196, 197 and 203** and all other applicable provisions if any ,of the **companies Act , 2013**, (“the Act”) read with schedule V to the said act and the companies (Appointment and Remuneration of Managerial personnel) Rules,2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per the Articles of Association of the Company and subject to such other approval(s) or sanction(s) as may be prescribed, consent of the company be and is hereby accorded to reappoint **Mr. Ashish Kumar Sood** as **Whole Time Director** of the company for **3 years w.e.f. 01.10.2022 and increase in remuneration from Rs. 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) per month to Rs. 3,75,000(Rupees Three Lakhs Seventy Five Thousand Only) including House Rent Allowance Rs. 50,000/-(Rs. Fifty Thousand Only)** plus all perquisites or such other limit as may be ascertained under the provision of Schedule V of the Act, payable as per rules and policies of the company for 3 years w.e.f. 01.10.2022.

RESOLVED FURTHER THAT Sh. Ashish Kumar Sood shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

Sr. No	Remuneration	Details
I	Basic Salary	Rs. 3,25,000/- Per Month
II	House Rent Allowance	Rs. 50,000/- Per Month
III	Perquisites	Perquisites will be allowed in addition to salary, as mentioned below:
a)	Medical Reimbursement	Reimbursement of actual Medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges and will also pay health insurance premium for himself and his family subject to the Income Tax Act, 1961.
b)	Leave Travel Concession	Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and his family in

		accordance with the rules of the Company.
c)	Club Fees	Reimbursement of membership fee of any club in India and/or abroad including admission and life membership fee subject a maximum of two (2) clubs.
d)	Personal Accident	Premium not to exceed Rs. 15,000/- Per Annum.
e)	Car & Telephone	Free Use of Company's car for official work as well as for personal purposes and telephone at company's cost.
f)	Gratuity	Company will pay gratuity at the rate of half month's salary for each completed year of service.
g)	Contribution to Provident Fund	Company will contribute to provident fund, superannuation fund and Annuity fund as per company's policy but subject to Income Tax Act, 1961.
h)	Insurance Policy	Life Insurance policy having the employer & employee relationship benefit, provides life cover up to Rs. 1.50 Crores and premium shall not to exceed Rs. 25.00/- Lacs Per Annum.

**Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rules, perquisites shall be evaluated at actual cost.*

RESOLVED FURTHER THAT The Board and Directors of the company be and hereby is authorized to approve the terms and conditions of re-appointment and make changes in the terms of re-appointment including remuneration and do all such acts, deeds and things which are necessary and incidental to give effect to this resolution.

ITEM NO. 10: TO APPROVE REAPPOINTMENT OF MR. ARUN KUMAR SOOD, MANAGING DIRECTOR & INCREASE IN REMUNERATION FROM RS. 3,50,000 PER MONTH TO RS. 3,75,000 W.E.F 01ST OF OCTOBER 2022.

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

RESOLVED THAT Pursuant to provisions of **Section 196, 197 and 203** and all other applicable provisions if any ,of the **companies Act , 2013**, (“the Act”) read with schedule V to the said act and the companies (Appointment and Remuneration of Managerial personnel) Rules,2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per the Articles of Association of the Company and subject to such other approval(s) or sanction(s) as may be prescribed, consent of the company be and is hereby accorded to reappoint **Mr. Arun Kumar Sood** as **Managing Director** of the

company for 3 years w.e.f. 01.10.2022 and increase in remuneration from Rs. 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) per month to Rs. 3,75,000(Rupees Three Lakhs Seventy Five Thousand Only) including House Rent Allowance Rs. 50,000/-(Rs. Fifty Thousand Only) plus all perquisites or such other limit as may be ascertained under the provision of Schedule V of the Act, payable as per rules and policies of the company for 3 years w.e.f. 01.10.2022.

RESOLVED FURTHER THAT Sh. Arun Kumar Sood shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

Sr. No	Remuneration	Details
I	Basic Salary	Rs. 3,25,000/- Per Month
II	House Rent Allowance	Rs. 50,000/- Per Month
III	Perquisites	Perquisites will be allowed in addition to salary, as mentioned below:
a)	Medical Reimbursement	Reimbursement of actual Medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges and will also pay health insurance premium for himself and his family subject to the Income Tax Act, 1961.
b)	Leave Travel Concession	Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and his family in accordance with the rules of the Company.
c)	Club Fees	Reimbursement of membership fee of any club in India and/or abroad including admission and life membership fee subject a maximum of two (2) clubs.
d)	Personal Accident	Premium not to exceed Rs. 15,000/- Per Annum.
e)	Car & Telephone	Free Use of Company's car for official work as well as for personal purposes and telephone at company's cost.
f)	Gratuity	Company will pay gratuity at the rate of half month's salary for each completed year of service.
g)	Contribution to Provident Fund	Company will contribute to provident fund, superannuation fund and Annuity fund as per company's policy but subject to Income Tax Act, 1961.
h)	Insurance Policy	Life Insurance policy having the employer & employee relationship benefit, provides life cover up to Rs. 1.50 Crores and premium shall not to exceed Rs. 25.00/- Lacs Per Annum.

**Perquisites shall be evaluated as per Income-Tax Rules, wherever applicable and in absence of any such rules, perquisites shall be evaluated at actual cost.*

RESOLVED FURTHER THAT The Board and Directors of the company be and hereby is authorized to approve the terms and conditions of re-appointment and make changes in the terms of re-appointment including remuneration and do all such acts, deeds and things which are necessary and incidental to give effect to this resolution.

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

Place: Ludhiana

Date: 07.09.2022

(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 and appointment under Item No. 2, 3, 4, 7, 8, 9 and 10 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 Tuesday the 20th September, 2022 to Friday 30th September, 2022 (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 2021-22 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 2021-22 are being sent by permitted mode.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) *The voting period begins on 27th September, 2022 (9:00 a.m.) and ends on 29th September, 2022(5:00 p.m.). 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 19th September, 2022 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.

- (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 is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) <i>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</i> 2) <i>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</i> 3) <i>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</i> 4) <i>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.</i>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) <i>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.</i> 2) <i>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</i> 3) <i>Visit the e-Voting website of NSDL. Open web browser by typing the</i>

	<p><i>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.</i></p>
<p><i>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</i></p>	<p><i>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.</i></p>

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

<i>Login type</i>	<i>Helpdesk details</i>
<i>Individual Shareholders holding securities in Demat mode with CDSL</i>	<i>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 22 55 33.</i>
<i>Individual Shareholders holding securities in Demat mode with NSDL</i>	<i>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</i>

- (v) ***Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.***

- 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:*

	<i>For Shareholders holding shares in Demat Form other than individual and Physical Form</i>
<i>PAN</i>	<p><i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i></p> <ul style="list-style-type: none"> • <i>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.</i>
<i>Dividend Bank Details OR Date of Birth (DOB)</i>	<p><i>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.</i></p> <ul style="list-style-type: none"> • <i>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 (3).</i>

- (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 220907103 <KUMAR AUTOCAST LIMITED> 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) *Facility for Non – Individual Shareholders and Custodians –Remote Voting*

- *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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.*
- *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 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; secasianlakto@gmail.com, 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), 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.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-toll free no. 1800 22 55 33.

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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call ontoll free no. 1800 22 55 33.

CIN : L27101PB1985PLC006100

KAL
KUMAR AUTOCAST LIMITED

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

ITEM NO. 2, 3 & 4 OF THE ORDINARY BUSINESS

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

Name of the Director	ASHISH KUMAR SOOD	AJAY KUMAR SOOD	ARUN KUMAR SOOD
Director Identification Number (DIN)	00672179	00685585	00685937
Date of Birth	28/01/1959	26/08/1954	13/12/1948
Nationality	Indian	Indian	Indian
Date of Appointment on Board	01/10/2002	01/10/2007	01/10/2002
Qualification	B.tech	LLB	MA Economics
No. of Shares Held	1640100	1352280	3525900
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL	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	Related to Mr. Ajay 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, 3 and 4.

ITEM NO. 7 OF THE SPECIAL BUSINESS

The Board proposes to appoint Ms. Ritu Mehra as an Independent Woman 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 Ms. Ritu Mehra, as an Independent Woman Director subject to the approval of shareholders at the Annual General Meeting. The Company has received consent from the Independent Director and also declaration confirming that she 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**.

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. 8, 9 & 10 OF THE SPECIAL BUSINESS

The members may note that based on the recommendations of the board of directors of the company at their meeting held on 07.09.2022, approve the reappointment and Revision/Increase of remuneration of Mr. Ajay Kumar Sood, Whole Time Director, Mr. Arun Kumar Sood, Managing Director & Ashish Kumar Sood, Whole Time Director of the company under the provisions of Companies Act, 2013, from Rs. 3,50,000 (Three Lakhs Fifty Thousand Only) per month to Rs. 3,75,000 (Rupees Three Lakhs Seventy Five Thousand Only) per month each w.e.f 01st October, 2022 including House Rent Allowance (HRA) Rs. 50,000 (Rupees Fifty Thousand Only) plus all perquisites for the period of 3 years valid till 30.09.2025.

Therefore the Board of Directors and Nomination & Remuneration Committee, subject to such approval of shareholders is proposing to reappoint and increase the remuneration of Mr. Ajay Kumar Sood, Mr. Arun Kumar Sood & Mr. Ashish Kumar Sood for the period of 3 years valid till 30.09.2025 on a maximum remuneration of Rs. 3,75,000 (Rupees Three Lakhs Seventy Five Thousand Only) p.m. or such other limit as may be ascertained under the provisions of Schedule V of the Act ,payable as per rules and policies of the company”

Since the company does not having adequate profits to make the managerial remuneration as per Section 198 of the companies act, 2013, the above proposal requires approval of shareholders of the company to pay managerial remuneration as per Schedule V of Companies Act, 2013. Hence, the proposal is before shareholders for approval through special resolution.

Statement Required pursuant to provisions of Schedule V of the Companies Act, 2013 is given below,

I. GENERAL INFORMATION:

1. Nature of Industry:

The company carries the business of casting Automotive & Locomotive (Railways) Parts and provides casting of several OEM products to leading global automotives players in India as well as in abroad.

2. Date and Expected date of commencement of Commercial Production:

The Commercial Production of the company's product is started in the year of 1985.

3. In Case of New Companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus:

Not Applicable.

4. Financial Performance Based on the given indicators:

Company incurred the Loss before tax during the financial year 2021-22 of Rs 112.87 Lakhs as compared to profit before tax of Rs. 148.64 Lakhs during the financial year 2020-21.

5. Foreign Investment and Collaboration:

Not Applicable

II. INFORMATION ABOUT THE APPOINTEE (Mr. Ajay Kumar Sood):

1. Background Details:

Mr. Ajay Kumar Sood; is the Whole Time Director of the company. During this Period he has served the company with best of his capabilities. He is the person of immense enthusiasm and dynamism possessing sharp ability for business decision making. He carries with himself a vast business experience. Mr. Ajay Kumar Sood completed his Higher Education from Punjab University and is holding degree in LLB from Kurukshetra University. His association with the Company supported by strong determination, vast knowledge and 33 years of experience in the field of law and practice is expected to be highly beneficial for identifying potential growth plans and projects for business expansion. Currently, he is the (Director Commercial) Marketing and Finance in the Company.

2. Past Remuneration:

Past Remuneration is Rs. 3,50,000/- Per Month Including House Rent allowance plus other Incentive and Perquisites as per the company policies.

3. Recognition or Awards:

Not applicable

4. Job Profile and Suitability of the Appointee:

Mr. Ajay Kumar Sood has been in managerial position since last couple of years and has been contributing in his role towards achievement of the common objectives of the organization. Hence, on the basis of the recommendation of the Board along with Nomination & Remuneration Committee, Mr. Ajay Kumar Sood is a suitable candidate for his re-appointment as Whole Time Director of the Company for a period of 3 years w.e.f. 01.10.2022.

5. Remuneration Proposed:

The appointee will be paid remuneration not exceeding Rs 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand Only) p.m., such other limit as may be ascertained under the provisions of Schedule V of the Act, Plus other Perquisites & Incentives as per company policies, payable as per rules and policies of the company, for the period of 3 years valid till 30.09.2025.

6. Comparative Remuneration profile with respect to the Industry, size of the company, profile of the position of the company.

Taking into account the size of the company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Mr. Ajay Kumar Sood in the company and the proposed Remuneration is reasonable and in line with the Remuneration levels in the industry, across the industry and befits his position.

7. Pecuniary relationship directly with the company or relationship with the managerial personnel if, any:

Except for the proposed Remuneration Mr. Ajay Kumar Sood does not have any pecuniary relationship with the company, although Mr. Ajay Kumar Sood is relative of the Mr. Arun Kumar Sood, Managing Director & Ashish Kumar Sood, Whole Time Director.

III. INFORMATION ABOUT THE APPOINTEE (Mr. Arun Kumar Sood):

1. Background Details:

Mr. Arun Kumar Sood; is the Managing Director of the company. During this Period he has served the company with best of his capabilities. Mr. Arun Kumar Sood completed his Graduation from Punjab University and holds a Post Graduation degree in MA Economics from Punjab University. The wide

exposure has made him wise and result oriented person adding to his dedication and determination to take the Company to great heights involving widespread growth and prosperity. Currently he holds the position of Production Director (Technical) having expertise in castings.

2. Past Remuneration:

Past Remuneration is Rs. 3,50,000/- Per Month Including House Rent allowance plus other Incentive and Perquisites as per the company policies.

3. Recognition or Awards:

Not applicable

4. Job Profile and Suitability of the Appointee:

Mr. Arun Kumar Sood has been in managerial position since last couple of years and has been contributing in his role towards achievement of the common objectives of the organization. Hence, on the basis of the recommendation of the Board, Mr. Arun Kumar Sood is a suitable candidate for his re-appointment as Managing Director of the Company for a period of 3 years w.e.f. 01.10.2022.

5. Remuneration Proposed:

The appointee will be paid remuneration not exceeding Rs 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand Only) p.m., such other limit as may be ascertained under the provisions of Schedule V of the Act, Plus other Perquisites & Incentives as per company policies, payable as per rules and policies of the company, for the period of 3 years valid till 30.09.2025.

6. Comparative Remuneration profile with respect to the Industry, size of the company, profile of the position of the company.

Taking into account the size of the company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Mr. Arun Kumar Sood in the company and the proposed Remuneration is reasonable and in line with the Remuneration levels in the industry, across the industry and befits his position.

7. Pecuniary relationship directly with the company or relationship with the managerial personnel if ,any:

Except for the proposed Remuneration Mr. Arun Kumar Sood does not have any pecuniary relationship with the company, although Mr. Arun Kumar Sood is relative of the Mr. Ajay Kumar Sood, Whole Time Director & Ashish Kumar Sood, Whole Time Director.

IV. INFORMATION ABOUT THE APPOINTEE (Mr. Ashish Kumar Sood):

1. Background Details:

Mr. Ashish Kumar Sood; is the Whole Time Director of the company. During this Period he has served the company with best of his capabilities. . He is a Graduate in BA (Arts) from Punjab University. He has been a crucial part of the Company since its incorporation and his active participation in the affairs of the Company in the past 28 years is expected to be more beneficial as the Company grows and expands its business plans. Currently, he is the Director Purchase {Relationship Manager} in the Company.

2. Past Remuneration:

Past Remuneration is Rs. 3,50,000/- Per Month Including House Rent allowance plus other Incentive and Perquisites as per the company policies.

3. Recognition or Awards:

Not applicable

4. Job Profile and Suitability of the Appointee:

Mr. Ashish Kumar Sood has been in managerial position since last couple of years and has been contributing in his role towards achievement of the common objectives of the organization. Hence, on the basis of the recommendation of the Board, Mr. Ashish Kumar Sood is a suitable candidate for his re-appointment as Whole Time Director of the Company for a period of 3 years w.e.f. 01.10.2022.

5. Remuneration Proposed:

The appointee will be paid remuneration not exceeding Rs 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand Only) p.m., such other limit as may be ascertained under the provisions of Schedule V of the Act, Plus other Perquisites & Incentives as per company policies, payable as per rules and policies of the company, for the period of 3 years valid till 30.09.2025.

6. Comparative Remuneration profile with respect to the Industry, size of the company, profile of the position of the company.

Taking into account the size of the company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Mr. Ashish Kumar Sood in the company and the proposed Remuneration is reasonable and in line with the Remuneration levels in the industry, across the industry and befits his position.

7. Pecuniary relationship directly with the company or relationship with the managerial personnel if ,any: Except for the proposed Remuneration Mr. Ashish Kumar Sood does not have any pecuniary relationship with the company, although Mr. Ashish Kumar Sood is relative of the Mr. Arun Kumar Sood, Managing Director & Ajay Kumar Sood, Whole Time Director.

1V Other Information

1. Reason of Loss Or Inadequate Profits:

There is lot of new competition in the market, though the size of market is increasing but due to severe competition and the global economic slowdown leads the current financial results into inadequate profits.

2. Steps taken or proposed to be taken for improvement: The company has taken stringent cost actions and continues to curtail both employee and non employee costs. Also, the management continues to explore avenues to increase the revenue.

3. Expected increase in Productivity and Profits :

The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve in near future.

The Directors recommend the resolutions set in item no 8-10 for approval of shareholders by way of special resolution.

Memorandum of Interest

None of the Directors, key Managerial Personnel and their relatives are interested in the above proposals except proposed appointee's to the extent of their re-appointment.

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

Place: Ludhiana
Date: 07.09.2022

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