

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 **38th** Annual General Meeting of the Members of **Kumar Autocast Limited** will be held on **Saturday, 30th day of September, 2023** 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, 2023**, 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.

SPECIAL BUSINESS

ITEM NO. 5: 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 2023-24 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 & Kumar Exports Industries Pvt. Ltd.	Directors having Significant Interest	60 Crores

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

Place: Ludhiana
Date: 07.09.2023

AJAY
KUMAR
SOOD



Digitally signed by
AJAY KUMAR SOOD
Date: 2023.09.07
16:10:46 +05'30'

(Ajay Kumar Sood)
Whole Time Director
(DIN: - 00685585)

**House No 2086, Phase-1, DugriRoad,
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 under Item No. 2, 3, 4, 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, 23rd of September, 2023 to Saturday, 30th of September, 2023 (Both Days inclusive)

9. Mr. Harshit Arora proprietor of M/s Harshit Arora & Associates Practising Company Secretaries 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 Harshit Arora & Associates, Practising 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 2022-23 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 2022-23 are being sent by permitted mode.

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

- (i) *The voting period begins on 27th September, 2023 (9:00 a.m.) and ends on 29th September, 2023 (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 23rd September, 2023 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:

<i>Type of shareholders</i>	<i>Login Method</i>
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Individual Shareholders holding securities in Demat mode with CDSL

- 1) *Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab.*
- 2) *After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.*
- 3) *If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>*
- 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 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.*

Individual Shareholders holding securities in demat mode with NSDL

- 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.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.*
- 2) *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>*
- 3) *Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.*

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

<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 230906093 <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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call ontoll free no. 1800 22 55 33.

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.

Place: Ludhiana
Date: 07.09.2023

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

AJAY
KUMAR
SOOD

Digitally signed
by AJAY KUMAR
SOOD
Date: 2023.09.07
16:11:47 +05'30'

(Ajay Kumar Sood)
Whole Time Director
(DIN: - 00685585)

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

ATTENDANCE SLIP

Members Folio No :

Client ID No :

DP ID No :

Name of the Member :

Name of the Proxy Holder :

No of Shares held :

I/We record my/our presence at the Annual General Meeting of **KUMAR AUTOCAST LIMITED** being held on **Saturday, 30th day of September, 2023** at **12:30 P.M** at registered office of the Company situated at C-179, Focal Point, Phase VI, Ludhiana-141010, Punjab.

(Signature of Member/Proxy)

NOTES:

- 1. Shareholder/ Proxy is requested to bring the Attendance Slip duly signed for admission to the meeting hall.**
- 2. Physical copy of notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members.**

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

Form No. MGT-11

Proxy form

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No./Client ID	
DP ID	

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

1. Name: _____ Address: _____
Email ID: _____ Signature: _____, or failing him
2. Name: _____ Address: _____
Email ID: _____ Signature: _____, or failing him
3. Name: _____ Address: _____
Email ID: _____ Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the Company, to be held on the Saturday, 30th day of September, 2023 at 12:30 p.m. at Registered Office of the Company situated at C-179, Focal Point, Phase VI, Ludhiana-141010, Punjab. and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS:-	
Ordinary Business	
1.	ADOPTION OF STATEMENT OF PROFIT & LOSS, BALANCE SHEET, REPORT OF DIRECTOR'S AND AUDITOR'S FOR THE FINANCIAL YEAR 31ST MARCH, 2023
2.	RE-APPOINTMENT OF SH. ASHISH KUMAR SOOD

3.	RE-APPOINTMENT OF SH. AJAY KUMAR SOOD
4.	RE-APPOINTMENT OF SH. ARUN KUMAR SOOD

Signed this..... day of..... 2023.

Affix Revenue Stamp of RE 1

Signature of shareholder: _____ Signature of proxy holder(s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
3. In case of joint holders, the signature of any holder will be sufficient, but names of all the joint holders should be stated.
4. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the Annual General Meeting.
5. Please complete all details including details of member(s) in above box before submission.

VENUE OF Kumar AUTOCAST LIMITED

