



KISAN MOULDINGS LIMITED

Regd. Off.: "Tex Center", K-wing, 3rd Floor, 26 'A' Chandivli Road, Off Saki Vihar Road,
Andheri (East), Mumbai - 400 072 • Tel : 022 - 4200 9100, 4200 9200 • Fax : 28478508
E-mail : customercare@kisangroup.com • Website : www.kisangroup.com



CIN:L17120MH1989PLC054305

12th August, 2016

To
The Bombay Stock Exchange Limited,
P J Towers, Dalal Street,
Mumbai – 400 001,
Maharashtra, India.

Reference No. : Scrip Code: 530145

Subject : Submission of Notice of 27th Annual General Meeting.

Dear Sir,

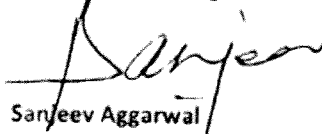
With reference to the aforesaid subject, please find enclosed herewith the Notice of 27th Annual General Meeting of the Company alongwith the Newspaper advertisement.

The Company hereby informs you that it has completed dispatching the same along with the Annual Report for the financial year 2015-16 to its shareholders by 10th August, 2016.

This is for your record and information and we will be pleased to provide you further information, if any, in this regard by our side.

Thanking you,

Thanking you
For Kisan Moulding Limited


Sanjeev Aggarwal
Chairman & Managing Director
(DIN: 00064076)



Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY OF M/S. KISAN MOULDINGS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 03, 2016 AT 3.30 P.M. AT MIRAGE HOTEL, INTERNATIONAL AIRPORT APPROACH ROAD, ANDHERI-KURLA ROAD, MAROL, ANDHERI (EAST), MUMBAI – 400 059 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Aggarwal (DIN: 00061943), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regards, 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. ADV & Associates, Chartered Accountants, Mumbai (Firm Registration No. 128045W) be and are hereby appointed as the Statutory Auditors in place of the retiring auditors M/s. Mittal & Associates, and shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting for the FY 2020-21 of the Company subject to ratification at every Annual General Meeting at such remuneration as may be fixed by the Audit Committee/ Board of Directors of the Company.

SPECIAL BUSINESS:

4. To approve the remuneration of Cost Auditors for the financial year 2016-17 and in this regards, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration of ₹1.75 Lac (Rupees One Lakh Seventy Five Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses to be paid to M/s Bhanwarlal Gurjar & Co., Cost Auditors of the Company for the financial year 2016-17, as approved by the Board of Directors of the Company be and is hereby ratified.

5. To approve the re-appointment and increase in remuneration of Mr. Sanjeev Aggarwal – Whole-time Director of the Company and in this regards, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Special Resolution:-

RESOLVED THAT pursuant to the provision of Sections 196, 197, 198 and read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and such sanctions as may be necessary, approval of the Company, be and is hereby accorded to re-appoint Mr. Sanjeev Aggarwal (DIN: 00064076) - Whole-time Director of the Company with effect from April 01, 2016 for a period of 3 years at a remuneration not exceeding ₹ 7 Lakhs p.m and on such terms and conditions of re-appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Sanjeev Aggarwal.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

6. To approve the increase in the Authorised Share Capital of the Company and subsequent alteration in the Capital Clause of the Memorandum of Association of the Company and in this regards, 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 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 25,000,000 (Two Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each by way of creation of an additional 100,00,000 (One Crore) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members be and is hereby accorded for amending and substituting Clause V a) of the Memorandum of Association of the Company with the following clause.

V a) "The Authorised Share Capital of the Company is ₹ 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 35,000,000 (Three Crores Fifty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).

7. To approve and issue Equity Shares on preferential basis to the strategic investors and in this regards, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Section 42, 62 of the Companies Act, 2013 including all other applicable provisions, if any of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), and subsequent amendments thereto, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorize on behalf of the Company to create, offer, issue and allot, 75,00,000 (Seventy Five Lakhs) Equity Shares ("Issue Shares") of face value of ₹ 10 each, on a preferential basis for cash at a price of ₹ 40/- (Rupees Forty Only) per Issue Share aggregating upto ₹ 30,00,00,000/- (Rupees Thirty Crores Only), including premium of ₹ 30/- (Rupees Thirty Only) per Issue Share, to Non Promoters as mentioned below in accordance with the provisions of the SEBI (ICDR) Regulations 2009 and subsequent amendments thereto and on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue");

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares Proposed to be allotted	Name of the Ultimate Beneficiaries/Owners
1	Ladderup Finance Limited	Non-Promoter	10,00,000	Sunil Goyal
2	Quiet Enterprises LLP	Non-Promoter	10,00,000	Santosh Singrodia Usha Goyal
3	Rajesh Nuwal	Non-Promoter	5,00,000	Rajesh Nuwal
4	Aayushmaan Rajesh Nuwal	Non-Promoter	2,50,000	Aayushmaan Rajesh Nuwal
5	Naman Dinesh Nuwal	Non-Promoter	2,50,000	Naman Dinesh Nuwal
6	Arwa Umesh	Non-Promoter	2,50,000	Arwa Umesh
7	Mamta Bhuwalka	Non-Promoter	1,00,000	Mamta Bhuwalka
8	Samir Thakkar	Non-Promoter	1,50,000	Samir Thakkar
9	Parul Rajesh Mody	Non-Promoter	5,00,000	Parul Rajesh Mody
10	Usha Shashikant Gosalia	Non-Promoter	7,50,000	Usha Shashikant Gosalia
11	Madhu Ranchhoddas Mehta	Non-Promoter	7,50,000	Madhu Ranchhoddas Mehta
12	Kapil R Agarwal	Non-Promoter	3,00,000	Kapil R Agarwal
13	Kapil Agarwal HUF	Non-Promoter	1,00,000	Kapil Agarwal
14	Rajkumar Agarwal	Non-Promoter	1,00,000	Rajkumar Agarwal
15	Avtarsingh Nagpal	Non-Promoter	1,00,000	Avtarsingh Nagpal
16	M.Shikar	Non-Promoter	2,00,000	M. Shikar
17	C. Sarvanan	Non-Promoter	1,00,000	C. Sarvanan
18	T Uday Raj	Non-Promoter	1,00,000	T Uday Raj
19	Arun Kumar Mukharjee	Non-Promoter	1,00,000	Arun Kumar Mukharjee
20	G.Prakash Chand Baid - HUF	Non-Promoter	1,00,000	G.Prakash Chand Baid
21	Gotamchand Gunavanth Kumar Vaid	Non-Promoter	1,00,000	Gotamchand Gunavanth Kumar Vaid
22	P. Anitha Amarchand	Non-Promoter	50,000	P. Anitha Amarchand
23	Amit Mehta	Non-Promoter	1,00,000	Amit Mehta
24	Rashmi Ramanlal Golecha	Non-Promoter	50,000	Rashmi Ramanlal Golecha
25	V. Raj Kumari Mittal	Non-Promoter	1,00,000	V. Raj Kumari Mittal
26.	Pankaj Kajaria	Non-Promoter	4,00,000	Pankaj Kajaria
	Total		75,00,000	

RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations. 'Relevant Date' for the purpose of calculating the price of the Issue Shares is August 04, 2016 the date which is 30 days prior to the date of shareholders meeting for approving the preferential issue in accordance with Regulation 71 of SEBI (ICDR) Regulations, 2009 (as amended).

RESOLVED FURTHER THAT The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the allotment of the Issue Shares shall be made in dematerialized form and the Issue Shares so issued and allotted as above shall be locked in from the date of trading approval granted from the stock exchange for such periods as prescribed in Regulation 78 of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Issue Shares shall be listed on the stock exchange, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Issue Shares so issued by the Company to the Investor on a preferential basis, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Preferential Issue Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."

Date: August 05, 2016
Place: Mumbai
CIN: L17120MH1989PLC054305

**By order of the Board of Directors
For Kisan Mouldings Limited**

Registered Office:
26 'A', 3rd Floor, K-wing, "Tex Centre",
Chandivali, Off Saki Vihar Road
Andheri (East), Mumbai – 400 072

**Sanjeev Aggarwal
Chairman & Managing Director
(DIN: 00064076)**

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts considering the business under the item nos. 4 to 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, of a person seeking re-appointment as Director under the item No. 2 of the Notice, is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. 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 proxy form is annexed to this Report. Proxies submitted on behalf of limited Companies, societies, etc must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 27, 2016 to Saturday, September 03, 2016 (both days inclusive).
4. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
5. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate the risk associated with physical shares and for ease of portfolio management. Also, they are requested to intimate any change of address and / or bank mandate to M/s. Sharex Dynamics (India) Private Limited, the Registrar and Share Transfer Agent of the Company immediately.
6. Members, Proxies and Authorised Representatives are requested to bring to the Meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
7. Members seeking any information with regards to the accounts, are requested to write to the Company at an early date, so as to enable the management to keep information ready at the Annual General Meeting (AGM).
8. Members who have not so far encashed the Dividend Warrant(s) for the Dividend declared for the previous years are requested to make their claims to the Company at the earliest. The dividends that are not encashed/ claimed within seven years from the date of declaration of dividend will as per Section 124 of the Act, be transferred to Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a letter to M/s. Sharex Dynamics (India) Private Limited of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

11. The route map showing directions to reach the venue of this AGM is annexed.
12. The Board of Directors has appointed Mrs. Rita Gupta, Proprietor of M/s. R L & Associates, Practicing Company Secretaries (Membership No. FCS 24066) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, August 27, 2016, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting. The e-voting period will commence at 9.00 a.m. on Wednesday, August 31, 2016 and will end at 5.00 p.m. on Friday, September 02, 2016. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
14. Procedure for Remote E-voting
 - I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - a) **In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:**
 - (i) Open e-mail and open PDF file viz; "Kisan Mouldings Remote E-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Kisan Mouldings Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail to csrassociates@gmail.com or evoting@kisangroup.com with a copy marked to evoting@nsdl.co.in

- b) **In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**

Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- III. In case of any queries, you may refer Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download Section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, August 27, 2016.
- VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Saturday, August 27, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@kisangroup.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nSDL.com.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The results declared along with the report of the scrutinizer shall be placed on the website of the Company www.kisangroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
16. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

Date: August 05, 2016

Place: Mumbai

CIN: L17120MH1989PLC054305

**By order of the Board of Directors
For Kisan Mouldings Limited**

Registered Office:

26 'A', 3rd Floor, K-wing, "Tex Centre",
Chandivali, Off Saki Vihar Road
Andheri (East), Mumbai – 400 072

**Sanjeev Aggarwal
Chairman & Managing Director
(DIN: 00064076)**

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, considered and approved the appointment of M/s. Bhanwarlal Gurjar & Co., as the Cost Auditors of the Company for the financial year 2016-17 at a remuneration of ₹ 1.75 Lakhs (Rupees One Lakh Seventy Five Thousand) per annum plus out of pocket expense and applicable service tax. Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration is required to be ratified by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

The Company has gone in for a re-organisation of its top leadership with the twin objectives of accelerating growth and furthering its strategic goals. This strategic re-alignment will enable the Company to focus on growth opportunities.

Mr. Sanjeev Aggarwal is proposed to be re-designated as the Chairman and Managing Director of the Company w.e.f August 05, 2016.

Keeping in view that Mr. Sanjeev Aggarwal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time and whose tenure as a Whole-time Director will expire on September 30, 2016, therefore it would be in the interest of the Company to re-appoint him and consider his increase of remuneration.

In terms of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on May 23, 2016 approving re-appointment of Mr. Sanjeev Aggarwal, as Whole-time Director of the Company for a further period of three years with effect from April 01, 2016 to March 31, 2019. This is subject to the approval of the shareholders at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Sanjeev Aggarwal and the terms and conditions of the re-appointment are given below:

I) **Salary (hereinafter referred to as "Remuneration"):** At the rate not exceeding ₹ 7,00,000/- per month.

II) **Perquisites:**

In addition to the Remuneration as stated above, Mr. Sanjeev Aggarwal shall be entitled to perquisites like:

- a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation.
- c. Personal Accident Insurance Premium.
- d. Air passage and/or leave travel allowance for self and members of his family residing in India and for visit to India of the members of his family not residing in India.
- f. Use of Company maintained cars with drivers for business and personal use.

- g. Use of communication devices such as telephones, audio and video conference facilities etc., at the residence. Personal long distance telephone calls shall be borne by Mr. Sanjeev Aggarwal.
- III) **Minimum Remuneration:** Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Sanjeev Aggarwal remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Sanjeev Aggarwal.
- IV) **Other Terms:** Subject to the superintendence, control and direction of the Board of Directors, Mr. Sanjeev Aggarwal shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Sanjeev Aggarwal or the Company, by one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding the Salary above for the relevant period.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Sanjeev Aggarwal.

The Board of Directors recommends the resolution in relation to the re-appointment of Chairman and Managing Director, for the approval of the shareholders of the Company. The disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, is provided at "**Annexure A**" of this Notice.

Except Mr. Sanjeev Aggarwal or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item No. 5.

STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 5 of the Notice is given below:

I. GENERAL INFORMATION:

(1) Nature of Industry

The Company is primarily engaged in the manufacture of PVC Pipes, Fittings and allied Products. The Company is one of the largest manufacturers of multiple applications of pipes for water supply, sanitation, sewerage, construction, cable ducting, drinking water, tube wells, submersible pumps and other polymer products for various purposes. The Company is also actively engaged in manufacture of Moulded Furniture.

(2) Date or expected date of commencement of commercial production: 20/11/1989

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Not applicable.

(4) **Financial Performance based on given Indicators:**

Key Financials for last three years are given as below:

₹ in Lakhs

Particulars	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2013
Sales (Gross)	44898.48	53635.38	51845.98
Profit/ (Loss) before tax	(3776.23)	347.81	506.56
Profit/(Loss) after tax	(3784.46)	232.91	242.13
Paid up share capital	2032.51	2032.51	2032.51
Rate of dividend (%)	-	5%	5%

- (5) **Foreign Investments or collaborations, if any:** There was No Foreign Investment or Collaboration during the year.

II. INFORMATION ABOUT THE APPOINTEES:

(1) **Background details:**

Mr. Sanjeev Aggarwal

Mr. Sanjeev Aggarwal holds a Graduate degree in Commerce. Mr. Sanjeev Aggarwal with his rich experience in the field of manufacturing of PVC Pipes, Fittings and allied Products brings a combination of business and technical skills to the task of establishing and running the organisation. He is highly skilled in identifying multiple alternatives for problem solving.

(2) **Past remuneration:**

Particulars: Remuneration paid during financial year 2014 – 15:

Name of the Directors	Salary*
Mr. Sanjeev Aggarwal	24,00,000/-

*Salary includes allowances, bonus and contribution towards provident fund.

- (3) **Job profile and his suitability:** Please see (1) above.

(4) **Remuneration proposed:**

As set out above in the Notice and Explanatory Statement, the remunerations of Mr. Sanjeev Aggarwal have the approvals of the Board and Nomination and Remuneration Committee.

- (5) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of origin):**

The remuneration paid to Mr. Sanjeev Aggarwal is reasonably in line with the remuneration in similar sized companies in the same segment of business.

- (6) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :**

Mr. Sanjeev Aggarwal is not related to any Director or Key Managerial Personnel KMP.

III. OTHER INFORMATION:

(1) **Reasons of loss or inadequate profits:**

While the signs of the global recession seem to be waning away, it's after effects continue to impact the

industry as a whole. As a result of the same, the Company was facing cash crunch hence the revenues of the Company, which are predominately dependent on raw materials have been impacted. Consequently, the profitability of the Company has also been affected.

(2) Steps taken or proposed to be taken for improvement:

To remain competitive in the current challenges of economy and industry, the Company has taken following steps in manufacturing and procurement:

- a. Improve yields.
- b. Develop new sources for procurement of raw materials which are contributing by way of better yields and lower prices.
- c. Strengthen marketing and technical functions.
- d. Undertaken initiatives in manufacturing to reduce variability in process.
- e. Extensive reach and market share
- f. Expected increase in productivity and profits in measurable terms

(3) Expected increase in productivity and profits in measurable terms:

The Company has taken all out measures to reduce costs as well as improve operational efficiency. Despite the odds, the Company has been maintaining a steady growth and is expected to turnaround sooner than later.

IV. DISCLOSURES:

The required disclosures as to remuneration package, etc. have been appropriately provided in the Report on Corporate Governance, forming a part of this Annual Report which may be referred to.

Item No. 6

To meet the business requirements, the Company is required to do equity infusion and is therefore proposing to raise further capital. However, since the existing paid-up capital of the Company has consumed most of the Authorized Share Capital of the Company; the board of directors of the Company (Board) vide its resolution dated August 05, 2016 has proposed to increase the Authorised Share Capital of the Company in order to issue further shares to the Shareholders.

In light of the above, it is proposed to increase the Authorised Share Capital of the Company from the existing ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 25,000,000 (Two Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) to ₹ 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 35,000,000 (Three Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each by way of creation of an additional 100,00,000 (One Crore) Equity Shares of ₹ 10/- each as indicated in the Resolution at Item No. 6 of the Notice.

Consequently, it is proposed to make appropriate alterations in the Memorandum of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at Item No. 6 for your approval.

None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolutions.

Item No. 7

The Company proposes to make a preferential allotment of equity shares to the following allottees who are collectively known as "Subscribers", on a preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on August 05, 2016.

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares proposed to be allotted
1	Ladderup Finance Limited	Non-Promoter	10,00,000
2	Quiet Enterprises LLP	Non-Promoter	10,00,000
3	Rajesh Nuwal	Non-Promoter	5,00,000
4	Aayushmaan Rajesh Nuwal	Non-Promoter	2,50,000
5	Naman Dinesh Nuwal	Non-Promoter	2,50,000
6	Arwa Umesh	Non-Promoter	2,50,000
7	Mamta Bhuwalka	Non-Promoter	1,00,000
8	Samir Thakkar	Non-Promoter	1,50,000
9	Parul Rajesh Mody	Non-Promoter	5,00,000
10	Usha Shashikant Gosalia	Non-Promoter	7,50,000
11	Madhu Ranchhoddas Mehta	Non-Promoter	7,50,000
12	Kapil R Agarwal	Non-Promoter	3,00,000
13	Kapil Agarwal HUF	Non-Promoter	1,00,000
14	Rajkumar Agarwal	Non-Promoter	1,00,000
15	Avtarsingh Nagpal	Non-Promoter	1,00,000
16	M. Shikar	Non-Promoter	2,00,000
17	C. Sarvanan	Non-Promoter	1,00,000
18	T Uday Raj	Non-Promoter	1,00,000
19	Arun Kumar Mukharjee	Non-Promoter	1,00,000
20	G. Prakash Chand Baid - HUF	Non-Promoter	1,00,000
21	Gotamchand Gunavanth Kumar Vaid	Non-Promoter	1,00,000
22	P. Anitha Amarchand	Non-Promoter	50,000
23	Amit Mehta	Non-Promoter	1,00,000
24	Rashmi Ramanlal Golecha	Non-Promoter	50,000
25	V. Raj Kumari Mittal	Non-Promoter	1,00,000
26.	Pankaj Kajaria	Non-Promoter	4,00,000
Total			75,00,000

Approval of the members by way of special resolution is required *inter alia* in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 75,00,000 equity shares of the Company, having a face value of ₹ 10 (Rupees Ten) each at a minimum price of ₹ 40 (Rupees Forty) (including a premium of ₹ 30 (Rupees Thirty) per Equity Share aggregating to ₹ 30,00,00,000 (Rupees Thirty Crores Only)("Equity Shares"), on a preferential basis to the proposed allottees.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

Object of the Preferential Issue: Your Company is growing and the proposed preferential allotment of Equity Shares is made to augment its working capital, capital expenditure, repayment of debt by the Company and for other corporate purpose required in the interest of the Company fulfilling its growth strategies.

Terms of Issue of the Equity Shares, if any: The Equity Shares allotted in terms of this resolution shall rank *pari passu* with existing equity shares of the Company in all respects.

Relevant Date: The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is August 04, 2016, ("Relevant Date") (i.e. 30 days prior to the date of proposed AGM which is September 03, 2016, to approve the proposed preferential issue).

Pricing of Preferential Issue: The price of equity shares to be issued is fixed at ₹ 40 per equity share of ₹ 10/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

Basis on which the price has been arrived at: The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations. For the purpose of computation of the price per equity share and in terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share is fixed at ₹ 40/- which has been calculated in accordance with the above provisions.

Undertaking

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

Intention of promoters / directors / key managerial personnel to subscribe to the offer: None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control

Sr. No.	Details of the Subscriber	Category of the Subscriber	Pre-Issue Holding %	No. of Equity Shares proposed to be allotted	Post-Issue Holding %	Beneficial Ownership
1	Ladderup Finance Limited	Non-Promoter	0%	10,00,000	3.45%	
2	Quiet Enterprises LLP	Non-Promoter	0%	10,00,000	3.45%	
3	Rajesh Nuwal	Non-Promoter	0%	5,00,000	1.73%	Rajesh Nuwal
4	Aayushmaan Rajesh Nuwal	Non-Promoter	0%	2,50,000	0.86%	Aayushmaan Rajesh Nuwal
5	Naman Dinesh Nuwal	Non-Promoter	0%	2,50,000	0.86%	Naman Dinesh Nuwal

Sr. No.	Details of the Subscriber	Category of the Subscriber	Pre-Issue Holding %	No. of Equity Shares proposed to be allotted	Post-Issue Holding %	Beneficial Ownership
6	Arwa Umesh	Non-Promoter	0%	2,50,000	0.86%	Arwa Umesh
7	Mamta Bhuwalka	Non-Promoter	0%	1,00,000	0.35%	Mamta Bhuwalka
8	Samir Thakkar	Non-Promoter	0%	1,50,000	0.52%	Samir Thakkar
9	Parul Rajesh Mody	Non-Promoter	0%	5,00,000	1.73%	Parul Rajesh Mody
10	Usha Shashikant Gosalia	Non-Promoter	0%	7,50,000	2.59%	Usha Shashikant Gosalia
11	Madhu Ranchhoddas Mehta	Non-Promoter	0%	7,50,000	2.59%	Madhu Ranchhoddas Mehta
12	Kapil R Agarwal	Non-Promoter	0.70%	3,00,000	1.74%	Kapil R Agarwal
13	Kapil Agarwal HUF	Non-Promoter	0.35%	1,00,000	0.70%	Kapil Agarwal
14	Rajkumar Agarwal	Non-Promoter	0%	1,00,000	0.35%	Rajkumar Agarwal
15	Avtarsingh Nagpal	Non-Promoter	0%	1,00,000	0.35%	Avtarsingh Nagpal
16	M. Shikar	Non-Promoter	0%	2,00,000	0.69%	M.Shikar
17	C. Sarvanan	Non-Promoter	0%	1,00,000	0.35%	C. Sarvanan
18	T Uday Raj	Non-Promoter	0%	1,00,000	0.35%	T Uday Raj.
19	Arun Kumar Mukharjee	Non-Promoter	0%	1,00,000	0.35%	Arun Kumar Mukharjee
20	G. Prakash Chand Baid - HUF	Non-Promoter	0%	1,00,000	0.35%	G.Prakash Chand Baid
21	Gotamchand Gunavanth Kumar Vaid	Non-Promoter	0%	1,00,000	0.35%	Gotamchand Gunavanth Kumar Vaid
22	P. Anitha Amarchand	Non-Promoter	0%	50,000	0.17%	P.Anitha Amarchand
23	Amit Mehta	Non-Promoter	0%	1,00,000	0.35%	Amit Mehta
24	Rashmi Ramanlal Golecha	Non-Promoter	0%	50,000	0.17%	Rashmi Ramanlal Golecha
25	V. Raj Kumari Mittal	Non-Promoter	0%	1,00,000	0.35%	V. Raj Kumari Mittal
26.	Pankaj Kajaria	Non-Promoter	0%	4,00,000	1.38%	Pankaj Kajaria

The pre issue and post issue shareholding pattern of the Company:

Category	Category of Shareholders	Pre Issue*		Post Issue	
		Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
(A)	Promoter holding				
	Indian				
1	Individuals/Hindu Undivided Family	10661187	49.672	10661187	36.81
2	Bodies Corporate	4139010	19.284	4139010	14.29
	Sub-Total (A)	14800197	68.957	14800197	51.10

Category	Category of Shareholders	Pre Issue*		Post Issue	
		Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
3	Foreign Promoters	-	-	-	-
	Non Promoter holding				
1	Institutional Investors	-	-	-	-
2	Non-institutions				
	Bodies Corporate	2476328	11.538	4476328	15.46
	Individuals	4186540	19.506	9686540	33.44
	Others	-	-	-	-
	Sub Total (B)	6662868	31.043	14162868	48.90
	Grand Total	21463065	100	28963065	100

* As on 31st July, 2016.

Proposed time within which the preferential issue shall be completed: As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the equity shares. Voting right shall change according to the change in shareholding pattern mentioned above.

Lock in period: The proposed allotment of the equity shares, shall be subject to a lock-in as per the Regulation 78 of Chapter VII of SEBI (ICDR) Regulations.

Auditors Certificate: A certificate from M/s. Mittal & Associates, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the Corporate Office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends this resolution for your approval.

Except Mr. Sunil Goyal none of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Date: August 05, 2016
Place: Mumbai
CIN: L17120MH1989PLC054305

**By order of the Board of Directors
For Kisan Mouldings Limited**

Registered Office:
26 'A', 3rd Floor, K-wing, "Tex Centre",
Chandivali, Off Saki Vihar Road,
Andheri (East), Mumbai – 400 072.
Telephone No.: 022- 4200 9100, 4200 9200. Fax: 28478508.
E-mail: cs.kisan@kisangroup.com

**Sanjeev Aggarwal
Chairman & Managing Director
(DIN: 00064076)**

KISAN MOULDINGS LIMITED

(CIN: L17120MH1989PLC054305)

Reg Office : Tex. Centre, K wing, 3rd Floor, 26-A, Chandivali Road, Off Saki Vihar Road, Andheri (East), Mumbai - 400 072.

Tel: 022 - 4200 9100 / 9200 Fax: 022-2847 8508

E-mail: cs.kisan@kisangroup.com

Web-site: www.kisangroup.com

**NOTICE OF THE 27TH ANNUAL GENERAL MEETING
BOOK CLOSURE DATES AND E-VOTING FACILITY**

Notice is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Saturday, 03rd September, 2016 at 3.30 P.M. at Mirage Hotel, International Airport Approach Road, Andheri - Kuria Road, Marol, Andheri (East), Mumbai - 400 059 to transact the business as set out in the notice of the AGM.

Notice of the AGM and Annual Report for the FY 2015-16 have been e-mailed to all the Members whose e-mail Ids are registered with their Depository Participant(s) and to other Members in physical mode at their registered address in the permitted mode. The same is also available on the Company's website www.kisangroup.com and on the website of the e-voting agency at <https://www.evoting.nsdl.com>. The Company has completed the dispatch of Annual Report as well as sending of email to Members on 10th August, 2016.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 the Register of Members and Share Transfer books of the Company will remain closed from Saturday, 27th August, 2016 to Saturday, 03rd September, 2016 (both days inclusive) for the forthcoming Annual General Meeting of the Company.

Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Member may cast vote his/her vote electronically from a place other than the Venue of AGM (remote e-voting) as set out in the business set forth in the notice and members are requested to note the following:

- i. The remote e-voting will commence on Wednesday, 31st August, 2016 (9:00 A.M.) and will end on Friday, 02nd September, 2016 (5:00 P.M.). The e-voting module shall be disabled by NSDL for voting thereafter and members will not be allowed to vote electronically beyond the said date and time.
- ii. The Cut-Off Date for eligibility to vote by electronic means or at the AGM is 27th August, 2016.
- iii. The facility for voting shall also be made available at the AGM by way of ballot papers and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. A member can opt for only one mode of voting, i.e. remote e-voting or Ballot Form. If a member casts vote by both the modes, the votes cast through e-voting shall prevail and Ballot Form shall be treated as invalid.
- iv. Members who have cast their vote by remote e-voting or through Ballot Form prior to the Meeting may also attend the meeting, but shall not be entitled to vote again at the AGM.
- v. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-Off Date, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if a person is already registered with NSDL for e-voting then existing user ID and password can be used for casting vote.

In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free number: -1800 222 990 or contact Mr. Sagar Dharankar, NSDL, 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai: 400013. Email: sagard@nsdl.co.in. Tel: 022 24994262.

The entry to the meeting venue will be regulated by Attendance Slips which have been sent along with the Annual Report to the Members. Members who have received Attendance Slips by electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

For KISAN MOULDINGS LIMITED
SANJEEV AGGARWAL

MANAGING DIRECTOR

PLACE : Mumbai

DATE : 12th August, 2016

(DIN: 00064076)