

28<sup>th</sup> August, 2018

To  
**BSE Ltd,**  
Corporate Relationship Department  
P J Towers, Dalal Street,  
Mumbai – 400 001,

**Scrip Code: 530145**

**Sub.: Intimation of 29<sup>th</sup> Annual General Meeting, Book Closure & E-voting information**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) ("Listing Regulations, 2015) the 29<sup>th</sup> Annual General Meeting (AGM) of the Company for the Financial Year 2017-18 has been scheduled to be held on Saturday, 22<sup>nd</sup> September, 2018 at 04.30 p.m. at Mirage Hotel, International Airport Approach Road, Andheri-Kurla Road, Marol, Andheri (East), Mumbai – 400 059.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, we hereby inform you that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 15, 2018 to Saturday, September 22, 2018 (both days inclusive).

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) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members of the Company to cast their votes by electronic means on all resolutions set out in the 29<sup>th</sup> AGM Notice through e-voting service provided by Central Depository Services (India) Limited (CDSL).

Cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the 29<sup>th</sup> AGM is Saturday, 15<sup>th</sup> September, 2018. The remote e-voting will commence on Tuesday, 18<sup>th</sup> September, 2018 at 9.00 a.m. and end on Friday, 21<sup>st</sup> September, 2018 at 5.00 p.m.

Copy of Notice of 29<sup>th</sup> AGM of the Company along with Statement pursuant to the Section 102 of the Companies Act, 2013 and instruction for e-voting facility is attached herewith for your records.

Kindly take the same on record.

Thanking you,  
Yours truly,

**FOR KISAN MOULDINGS LIMITED**



**DHARAK MEHTA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
ACS 40502

ENCL: AS ABOVE

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KISAN MOULDINGS LIMITED WILL BE HELD ON 22<sup>nd</sup> DAY OF SEPTEMBER, 2018 AT 4:30 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. ADOPTION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORT THEREON**

To receive, consider and adopt

- a) The audited financial statements of the Company for the Financial Year ended on March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
- b) The audited consolidated financial statements of the Company for the Financial Year ended on March 31, 2018 and the reports of auditors thereon.

### **2. APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION**

To appoint a Director in place of Mr. Sunil Goyal (DIN: 00503570), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESS:**

### **3. RATIFICATION OF REMUNERATION TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2019**

To consider and, if thought fit, to pass the following Resolution, with or without modification(s), 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 payable to M/s Bhanwarlal Gurjar & Co., Cost Accountants, (Firm Registration Number: 101540) Mumbai, appointed by the Board of Directors of the Company, on recommendation of Audit Committee, to conduct the Cost audit of cost records of the Company for the Financial Year ending March 31, 2019, amounting to ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable taxes and re-imbursment of out of pocket expenses incurred by

them in connection with the aforesaid audit be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### **4. APPOINTMENT OF MR. PRAVEENKUMAR RAMNIRANJAN TRIPATHI (DIN: 03154381) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules made thereunder read with Schedule IV of the Act, as amended from time to time, Mr. Praveen Kumar Ram Niranjana Tripathi (DIN: 03154381), who was appointed as an Additional Director, by the Board of Directors of the Company with effect from January 10, 2018, to hold office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing as required under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) consecutive years, with effect from January 10, 2018 AND THAT Mr. Praveen Kumar Ram Niranjana Tripathi shall not be liable to retire by rotation during the said period.

### **5. RE-CLASSIFICATION OF THE PROMOTERS OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’), and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchange and other appropriate statutory authorities as may be required, the approval of the Members be and is hereby

accorded for re-classification of Surinder Jagannath Aggarwal (HUF), Vandana Surendra Aggarwal, Surinder J. Aggarwal (HUF), Surinder J. Aggarwal and Pooja S. Aggarwal (“Personal Promoter group”/ “Outgoing Promoters”) forming part of the existing Promoters of the Company from Promoter category to Public category.

**RESOLVED FURTHER THAT** that the Promoters seeking re-classification along with their personal promoter group entities and person acting in concert do / will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial Person for a period of more than three years from the date of Shareholders approval.

**RESOLVED FURTHER THAT** pursuant to re-classification of Outgoing Promoters as Public Shareholders, there shall be no change of management or control of the Company and the Outgoing Promoters shall not, directly or indirectly, exercise control, over the affairs of the Company.

**RESOLVED FURTHER THAT** the reclassification of Outgoing Promoters as Public Shareholders is/ shall not be initiated for achieving the Minimum Public Shareholding requirement under rule 19A of the Securities Contracts (Regulations) Rules, 1957, and the provisions of SEBI (LODR) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchange(s) and other concerned authorities.”

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’) and the relevant details of director seeking appointment and re-appointment as required under Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR

PROXIES TO ATTEND AND VOTE ON A POLL ONLY, ON HIS/HER BEHALF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING IS ENCLOSED.

3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 03, 2016.
4. Members/ Proxies are requested to bring this notice and Annual Report for their reference.
5. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A proxy form is annexed to this Report.
6. Proxies submitted on behalf of limited companies, societies, Partnership Firm etc. must be supported by an appropriate resolution/authority, as applicable.
7. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company, a duly certified true copy of the Board resolution pursuant to section 113 of the Companies Act, 2013 together with their respective specimen signature authorising their representative to attend and vote on their behalf at the Annual General Meeting.
8. In case of joint holders attending the meeting, the members whose name appears first holder in the order of names as per Register of Members of the Company will be entitled to vote.
9. The notice is being sent to all the shareholders, whose name appear on the Register of Members/ List of Beneficial owners as received from M/s. Sharex Dynamic (India) Private Limited (RTA) as on August 24, 2018.
10. The Register of Members and Share Transfer Books of the Company will remain closed from September 15, 2018 to September 22, 2018 (both days inclusive) for the purpose of AGM.
11. Members who wish to claim dividends, which have remained unclaimed, are requested to contact the Secretarial Department, at the Registered Office of the Company or office of the Registrar and Share Transfer Agent of the Company i.e. M/s. Sharex Dynamics (India) Private Limited. Members are requested to note that dividends not claimed within seven years from the

date of transfer to the Company's unpaid Dividend account will be transferred to the Investor Education Protection Fund (IEPF), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). Dividend for the Financial Year 2010-11 is due for transfer to IEPF in the month of November, 2018. Shareholders are requested to ensure that they claim the dividend before transfer of the said amount to IEPF. The Company has uploaded the information of unclaimed/ unpaid dividend in respect of the Financial years on the website of IEPF viz. "[www.iepf.gov.in](http://www.iepf.gov.in)" and under "Investor Relations" Section on the website of the Company viz. "[www.kisangroup.com](http://www.kisangroup.com)"

12. 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 details of PAN and Bank account details to M/s. Sharex Dynamics (India) Private Limited, the Registrar and Share Transfer Agent of the Company immediately.
13. 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.
14. 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.
15. As a part of green initiative, Notice of the 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 Notice of the 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.

16. The route map showing directions to reach the venue of this AGM is annexed to this notice.

17. The Board of Directors has appointed M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

18. Members may note that the Notice of 29th Annual General Meeting and the Annual Report for the Financial Year 2017-18 is available on the Company's website viz. <http://www.kisangroup.com/investorrelations/annualreport.php>

The physical copy of the aforesaid documents will also be available at the registered office of the Company for inspection during normal business hours on working days. A printed copy of the Notice will be furnished to the member, free of cost upon receipt of a duly signed request for the same.

19. SEBI vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 & BSE Circular No. LIST/comp/15/2018-19 and LIST/comp/17/2018-19 dated 5th & 16th July, 2018 respectively by which they have directed all listed Companies to record the PAN, Bank account details of all their shareholders and advise them to dematerialise their physical securities. Relevant letters has been dispatched to the concerned shareholders who is holding shares in physical mode.

20. In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members of the Company to cast their vote on the resolutions proposed to be passed at AGM by electronic means, through the e-voting services provided by the Central Depository Services (India) Limited ('CDSL').

21. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 15, 2018 (Saturday), are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on September 18, 2018 (Tuesday) and will end at 5.00 p.m. on September 21, 2018 (Friday). In addition, 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.

## 22. Procedure for Remote E-voting

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

- (i) The voting period begins on 9.00 a.m. on September 18, 2018 (Tuesday) and will end at 5.00 p.m. on September 21, 2018 (Friday). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2018 (Saturday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
PAN	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form

will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <KISAN MOULDINGS LIMITED > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

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

### Other Instructions

- I. 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 September 15, 2018 (Saturday).
- II. 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.
- III. 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 the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- IV. The results declared along with the report of the scrutinizer shall be placed on the website of the Company <http://www.kisangroup.com/investorrelations/annualreport.php> and on the website of CDSL 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.

### By order of the Board of Directors

Sd/-

#### Sanjeev A. Aggarwal

Chairman & Managing Director  
(DIN: 00064076)

Date: August 10, 2018

Place: Mumbai

#### Kisan Mouldings Limited L17120MH1989PLC054305

#### Registered Office:

26 'A', 3rd Floor, K-wing, “Tex Centre”,  
Chandivali, Off Saki Vihar Road,  
Andheri (East), Mumbai – 400 072  
CIN: L17120MH1989PLC054305  
Tel.: 022- 4200 9100/ 9200.  
Fax: 28478508.  
E-mail: [cs.kisan@kisangroup.com](mailto:cs.kisan@kisangroup.com)

# EXPLANATORY STATEMENT

**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. 3

The Board of Directors at its meeting held on May 21, 2018, on the recommendation of the Audit Committee, had considered and approved the appointment and remuneration of M/s. Bhanwarlal Gurjar & Co., Cost Accountants (Firm Registration No. 101540), as the Cost Auditor for the audit of the cost accounting records of the Company for the Financial Year ending March 31, 2019, at a remuneration of ₹ 2.50 lakhs (Rupees Two Lakhs Fifty Thousand only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with audit.

M/s. Bhanwarlal Gurjar & Co., Cost Accountants (Firm Registration No. 101540) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959.

Pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, if required, for the financial year ending March 31, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at Item No. 3 of the Notice.

## Item No. 4

Pursuant to recommendation of the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Company, the Board of Directors of the Company approved the appointment of Mr. Praveen kumar Ram niranjan Tripathi (DIN: 03154381) as an Additional Non-Executive (Independent) Director of the Company, for a period of five (5) consecutive years, w.e.f. January 10, 2018. Under Section 161 of the Companies Act, 2013, read with Article 85 of the Articles of Association of the Company, he continues to hold office as an Additional Non-Executive (Independent) Director of the Company, until the conclusion of the ensuing Annual General Meeting.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member indicating his intention to propose Mr. Praveen kumar Ram niranjan Tripathi for the office of Director at the ensuing AGM.

The NRC at its meeting held on August 10, 2018 had determined that Mr. Praveen kumar Tripathi is a fit and proper person to be appointed as a Director of the Company, and that he has provided to the Company his consent to act as Director of the Company and has given declaration to the Board that he meets the criteria of Independent Director as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“SEBI Listing Regulations 2015”).

The brief profile of Mr. Praveenkumar Tripathi, in terms of the Regulation 36(3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been provided to this Notice.

Pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and/or re-enactment(s) for the time being in force), Mr. Praveen kumar Tripathi, if appointed, shall not be liable to retire by rotation during the said period. He will be paid sitting fees and reimbursement of out of pocket expenses at actual.

Except for Mr. Praveen kumar Tripathi and his relatives, none of the other Directors and the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in item no. 4 of this notice.

The Board recommends the passing of the Ordinary resolution, as set out in item 4 of this notice.

## Item No. 5

The Board of the Directors of the Company at their meeting held on May 23, 2016 have considered that Surinder Jagannath Aggarwal (HUF), Vandana Surendra Aggarwal, Surinder J. Aggarwal (HUF), Surinder J. Aggarwal and Pooja S. Aggarwal shall not be classified under the category of Promoter/ Promoter group of the Company for the purpose of reportings to SEBI/ Stock Exchange (s) and/ or other Statutory Authorities/ Regulatory requirements.

Mr. Surinder Jagannath Agarwal, Place of Birth - Amritsar, Punjab, Adult, Indian Inhabitant, is the second eldest son of late Shri Jagannath Agarwal and Smt. Premlata J. Aggarwal. His Holding in M/s. Kisan Mouldings Limited as Promoter is due to the following flow of sequence:

Mr. Surinder Aggarwal was initially holding 68,200 shares in Kisan Mouldings Limited.

Mr. Surinder J Aggarwal was associated with M/s. Gaurav Agro Plast Limited. The said Company was merged with Kisan Mouldings Limited vide Bombay High Court Order

dated August 5, 2005. Mr. Surinder J. Aggarwal was allotted 32,511 Equity Shares of Kisan Mouldings Ltd. in lieu of his shareholding in Gaurav Agro Plast Ltd. at that time.

In the late 1980s, he was a shareholder and Director in Bhagirath Agro Plast Private Limited which started business of Manufacturing of Rigid PVC Pipes and in the year 1994-95 he was a shareholder in Kisan Extrusions Private Limited which started the manufacturing Business of PVC Pipes at Pithampur. In the year 2007, both the aforesaid Companies decided to amalgamate into M/s. Kisan Irrigations Limited.

At the time of merger of Bhagirath Agro Plast Ltd. with Kisan Irrigations Ltd, Mr. Surinder J. Aggarwal was holding 47,700 Equity Shares of ₹ 10 each, out of total equity Shares of 5,56,000 i.e. holding 8.58 %.

At the time of merger of Kisan Extrusions Ltd. with Kisan Irrigations Ltd, Mr. Surinder J. Aggarwal was holding 30,300 Equity Shares of ₹ 10 each, out of total equity Shares of 10,00,000 i.e. holding 3.03%.

Consequent effect of order of Bombay High Court regarding the amalgamation in 2006, Mr. Surinder J. Aggarwal was allotted 3900 Equity Shares in Kisan Irrigations Ltd. in lieu of his shareholding in transferee Companies in the following proportion:

Sr. No.	Name of Transferor Company	Shares held in transferor Co.	Shares allotted by transferee Co.
1	Bhagirath Agro Plast Ltd.	47,700	2385
2	Kisan Extrusions Ltd.	30,300	1515

Later, effective from 2010 the Roha and Silvassa Undertakings of Kisan Irrigations Ltd. as going concern were demerged from the Company and merged with Kisan Mouldings Ltd. vide Bombay High Court Order dated 29-06-2012.

Due to which, Mr. Surinder J. Aggarwal was allotted 1,18,541 Equity Shares of Kisan Mouldings Ltd. in lieu of his shareholding of 3900 Equity Shares in Kisan Irrigations Ltd.

The Summary of holding of Mr. Surinder J. Aggarwal in Kisan Mouldings Ltd is as under:

Sr. No.	Particulars	No. of Shares
1	Initial Subscription/ holding in Kisan Mouldings Ltd.	68,200
2	Shares allotted in pursuance to amalgamation of Gaurav Agro Plast Limited	32,511
3	Shares allotted in pursuance to merger of Roha & Silvassa undertakings of Kisan Irrigations Ltd. into Kisan Mouldings Ltd.	1,18,541
	<b>Total</b>	<b>2,19,252</b>

Mr. Surinder J Aggarwal or his core family members were neither Director on the Board of Kisan Mouldings Limited nor do they hold any executive position in the Company. They are engaged in their independent interests and do

not have power to direct or influence the Board of the said Company and/or other persons who continue to be classified under Promoter and Promoters Group of the Company in any way.

Mr. Surinder J Aggarwal is now engaged in acquiring and selling Equity Shares of Kisan Mouldings Ltd but no information regarding such transactions are intimated to the Company under the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

As per the Shareholding Pattern filed by the Company i.e. as on 31<sup>st</sup> March, 2016 the aggregate holding of Mr. Surinder Aggarwal and his Family members is increased to 3,03,326 Equity Shares.

Therefore, in order to safeguard the Company from attracting the provisions of Open Offer or any other provisions of SEBI (Substantial Acquisitions of Shares and Takeovers), Regulations, 2011, the Board decided to re-classify the holding of Mr. Surinder J Aggarwal and his family members under the category "Public and other Shareholders" and took note that the Company or the remaining Promoter/Promoter group shall not be held responsible for any action taken by the said holder in respect to buying or selling of Company's shares.

None of the Directors, Key Managerial Person or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

The Board recommends the passing of said Special Resolution as set out in item no. 5 for your approval.

**By order of the Board of Directors**

Sd/-

**Sanjeev A. Aggarwal**

Chairman & Managing Director  
(DIN: 00064076)

Date: August 10, 2018

Place: Mumbai

**Kisan Mouldings Limited**

**L17120MH1989PLC054305**

**Registered Office:**

26 'A', 3rd Floor, K-wing, "Tex Centre",  
Chandivali, Off Saki Vihar Road,  
Andheri (East), Mumbai - 400 072  
CIN: L17120MH1989PLC054305  
Tel.: 022- 4200 9100/ 9200, Fax: 28478508.  
E-mail: [cs.kisan@kisangroup.com](mailto:cs.kisan@kisangroup.com)

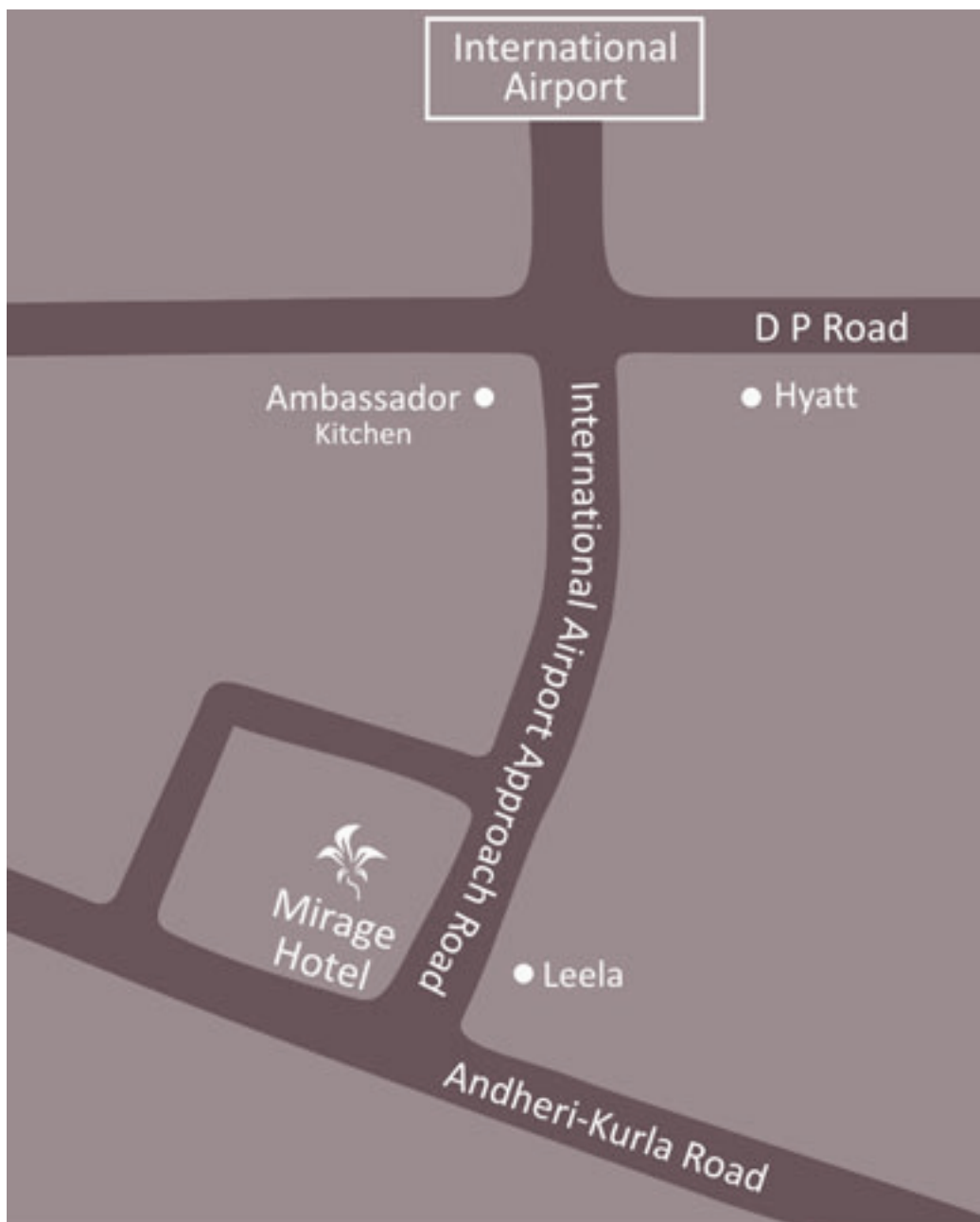


## ANNEXURE “A”

### Details of Director (s) seeking appointment/re-appointment at the 29<sup>th</sup> Annual General Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):

Name of the Directors	Sunil Goyal	Praveen kumar Ram niranjan Tripathi
Director Identification Number	00503570	03154381
Designation	Non- Executive Director (Non Independent)	Additional Non-Executive (Independent) Director
Date of Birth	October 04, 1967	July 04, 1957
Date of Appointment on the Board	December 24, 2005	January 10, 2018
Expertise in Specific Functional Areas	Specialised in the field of Finance and Management, Business consultancy which includes fund mobilisation, Business Restructuring, Business Valuation, Mergers/ Amalgamation Wealth Management, Capital Market and Strategic Alliances.	Expertise in Market Research, Branding and Marketing
Qualifications	Chartered Accountants	B.Tech from Indian Institute of Technology and PGDM from Indian Institute of Management, Ahmedabad
Directorship in other Companies /Chairmanship/ Membership of Committees of other Board.	<b>Directorship in other Companies:</b> <ol style="list-style-type: none"> <li>Ladderup Finance Limited - Managing Director</li> <li>Parag Milk Foods Limited – Director</li> <li>Indigo Paints Private Limited – Director</li> <li>Annapurna Pet Private Limited – Director</li> <li>Ladderup Infra Private Limited – Director</li> <li>Jumboking Foods Private Ltd. - Nominee Director</li> <li>Chetan Securities Private Limited – Director</li> <li>Ladderup Corporate Advisory Private Limited - MD</li> <li>Ladderup Wealth Management Private Ltd.- Director</li> <li>Ladderup Enterprises Private Limited – Director</li> <li>Motilal Oswal Trustee Company Limited – Director</li> <li>Gini &amp; Jony Limited – Director</li> </ol>	<b>Directorship in other Companies:</b> <ol style="list-style-type: none"> <li>Motilal Oswal Financial Services Limited – Director</li> <li>Indigo Paints Private Limited – Director</li> <li>Motilal Oswal Securities Limited – Director</li> <li>Magic9 Media &amp; Consumer Knowledge Private Limited – Director</li> <li>Magic9 Media &amp; Analytics Private Limited – Director</li> </ol>
	<b>Chairmanship/ Membership of Committees of other Boards:</b> <p><b>Ladderup Finance Limited</b></p> <ol style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Stakeholders Relationship Committee – Member</li> <li>Investment Committee – Member</li> <li>Prevention of Sexual Harassment Committee – Member</li> <li>Corporate Social Responsibility Committee – Chairman</li> </ol> <p><b>Parag Milk Foods Limited</b></p> <ol style="list-style-type: none"> <li>Audit Committee – Member</li> </ol> <p><b>Motilal Oswal Trustee Company Limited</b></p> <ol style="list-style-type: none"> <li>Audit Committee – Chairman</li> </ol>	<b>Chairmanship/ Membership of Committees of other Boards:</b> <p><b>Motilal Oswal Securities Limited</b></p> <ol style="list-style-type: none"> <li>Audit Committee – Chairman</li> <li>Nomination and Remuneration Committee – Chairman</li> <li>Corporate Social Responsibility Committee – Chairman</li> </ol> <p><b>Motilal Oswal Financial Services Limited</b></p> <ol style="list-style-type: none"> <li>Audit Committee – Chairman</li> <li>Nomination and Remuneration Committee – Member</li> <li>Corporate Social Responsibility Committee – Member</li> </ol>
Shareholding of Director in the Company as on March 31, 2018.	NIL	NIL
Relationship Between Directors	NIL	NIL
Board Meeting Attended (F.Y. 2017-18)	Five	One
Justification for appointment	Director retiring by rotation	Mr. Praveen kumar Ram Niranjn Tripathi has rich experience in media research, media planning, advertising, brand consulting and market research. Considering his huge experience & criteria of Independent Director, the Board proposed his appointment as Independent Director.

## Route map



### **HOTEL ADDRESS**

Mirage Hotel,  
International Airport Approach Road,  
Marol, Andheri (E), Mumbai - 400 059,  
+91-22-6672 1234  
+91-22-6672 1200

# 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:	
E-mail Id:	
Folio No/ *DP ID and Client ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of KISAN MOULDINGS LIMITED, hereby appoint:

1 Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_

\_\_\_\_\_ Signature  Or failing him/her

2 Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_

\_\_\_\_\_ Signature  Or failing him/her

3 Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Address: \_\_\_\_\_

\_\_\_\_\_ Signature  Or failing him/her

as my/our proxy to attend and vote, in case of poll, for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 22<sup>nd</sup> day of September, 2018 at 4:30 p.m. at Mirage Hotel, International Airport Approach Road, Andheri-Kurla Road, Marol, Andheri (East), Mumbai - 400 059 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No	Description	For	Against
1.	Adoption of Audited Financial Statements together with the Reports of the Board of Directors' and the Auditors thereon for the Financial year ended 31 <sup>st</sup> March, 2018.		
2.	Appoint a Director in place of Mr. Sunil Goyal (DIN: 00503570), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2019.		
4.	To appoint Mr. Praveen Kumar Ram Nirajan Tripathi (DIN: 03154381) as the Independent Director of the Company.		
5.	Re-classification of the promoters of the company		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2018

Affix Re. 1 Revenue Stamp

\_\_\_\_\_  
(Signature of shareholder)

### NOTES :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than FORTY-EIGHT hours before the commencement of the aforesaid Meeting.
- Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.