



**KABRA EXTRUSIONTECHNIK LIMITED**

**Corporate Identification Number:** L28900MH1982PLC028535

**Registered Office:** Fortune Terraces, 10<sup>th</sup> Floor, B Wing, Opp. Citi Mall, Link Road,  
Andheri (West), Mumbai - 400053, Maharashtra, INDIA

**Website:** www.kolsite.com

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**NOTICE FOR EXTRAORDINARYGENERAL MEETING**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the members of Kabra Extrusiontechnik Limited (“Company”) will be held on **Friday, 21<sup>st</sup> day of January, 2022 at 4:00 PM IST**, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), for which purpose the Registered office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

**Item No. 1:**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Utpal Sheth (DIN: 00081012), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 20<sup>th</sup> August, 2021 and being eligible for appointment and who has submitted a declaration that he meets the criteria for independence as provided statutorily, and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold such office for a term of 5 (five) consecutive years from the said date and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

**Item No. 2:**

**Issue of up to 30,70,516 (Thirty Lakhs Seventy Thousand Five Hundred Sixteen) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable law (“Warrants”) to the Promoter of the Company and certain identified non-promoter persons / entities:**

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

**“RESOLVED THAT** pursuant to (i) the provisions of Section 23, 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for

the time being in force), (ii) in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (iii) Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), (iv) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**Listing Regulations**”), (v) Listing Agreement entered into with the stock exchanges, (vi) any other applicable rules, notifications, circulars, guidelines issued by the SEBI, Reserve Bank of India and subject to such approvals / consents, terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) if any, prescribed by the competent statutory and / or regulatory authorities and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, up to 30,70,516 (Thirty Lakhs Seventy Thousand Five Hundred Sixteen) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 5/- (Rupees Five Only) (“**Equity Share**”) each (“**Warrants**”) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 329/- (Rupees Three Hundred Twenty Nine only) each payable in cash (“**Warrant Issue Price**”), aggregating up to ₹ 101,01,99,764/- (Rupees One Hundred One Crores One Lakh Ninety Nine Thousand Seven Hundred Sixty Four Only) (“**Total Issue Size**”) on a preferential basis to persons / entities / body corporates listed below (“**Warrant Holder(s)**” / “**Proposed Allottee(s)**”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of ₹ 82.25/- (Rupees Eighty Two and Paise Twenty Five only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment (“**Warrant Subscription Price**”) entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of ₹ 5/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of ₹ 246.75 (Rupees Two Hundred Forty Six and Paise Seventy Five only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Names	Maximum Nos. of Warrants to be allotted
<b>A.</b>	<b>Promoter of the Company</b>	
1	Kolsite Industries	1504381
2	Khushi Anand Kabra	174861
3	Shaurya Anand Kabra	174861
<b>B.</b>	<b>Others</b>	
1	University of Notre Dame Du Lac	728267
2	GP Emerging Markets Strategies L.P.	186930
3	The RAM Fund LP	194833
4	Pragma Fund SPC – Equities Segregated Portfolio	106383
	<b>Total Warrants proposed to be issued →</b>	<b>3070516</b>

**RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of

conversion of the Warrants is determined to be 22<sup>nd</sup> December, 2021, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 328.58 (Rupees Three Hundred Twenty Eight and Paisa Fifty Eight only).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid-up Equity shares of ₹ 5/- each of the Company, against each such Warrants held by the Warrant Holder.
2. The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
4. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.
5. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
6. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
7. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
8. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.
9. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as

prescribed under the ICDR Regulations.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Mumbai ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any committee of the Board or any one or more directors/ Company Secretary/ any officers of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors  
For **Kabra Extrusiontechnik Limited**

Antony Alapat  
**Company Secretary**

**Place:** Mumbai

**Date:** December 25, 2021

**Registered Office:**

Fortune Terraces, 10<sup>th</sup> Floor,  
B Wing, Opp. Citi Mall, Link  
Road, Andheri (West),

Mumbai - 400053,

Maharashtra, INDIA

**CIN:** L28900MH1982PLC028535

**Website:** [www.kolsite.com](http://www.kolsite.com)

## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020, 17/2020 and 20/2021 dated April 08, 2020, April 13, 2020 and December 8, 2021 (MCA Circulars), respectively, permitted the holding of Extraordinary General Meeting (EGM) through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Members of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.  
The deemed venue for the EGM of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained at Note No. 12 below.
2. The Notice of the Extraordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website [www.kolsite.com](http://www.kolsite.com) and on the websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extraordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
7. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during the normal business hours on all the working days or by writing an email to [ket\\_sd@kolsitegroup.com](mailto:ket_sd@kolsitegroup.com).



8. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ Link Intime India Pvt. Ltd.
9. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
10. Since the EGM will be held through VC/OAVM, the Route Map is not annexed with Notice.
11. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING):
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - II. The Company has engaged the services of Link Intime India Private Limited (LIPL) as the Agency to provide remote e-Voting facility and e-Voting during the EGM.
  - III. Mr. S. N. Bhandari, or failing him Ms. Manisha Maheshwari, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-Voting during the EGM and remote e-Voting in a fair and transparent manner.
  - IV. The Results of voting will be declared within 48 hours from the conclusion of the EGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website [www.kolsite.com](http://www.kolsite.com) and LIPL's website [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in).
  - V. Voting rights of the Members for voting through remote e-Voting and voting during the EGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, January 14, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the EGM.
  - VI. The remote e-Voting facility will be available during the following period:
    - a. Commencement of remote e-Voting: 09:00 A.M. (IST) on Tuesday, January 18, 2022.
    - b. End of remote e-Voting: 05:00 P.M. (IST) on Thursday, January 20, 2022.
    - c. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by LIPL upon expiry of aforesaid period.
  - VII. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM.
  - VIII. The Members who have cast their vote by remote e-Voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.

## IX. Process and manner for Remote e-Voting:

### A Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
  - a. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  - a. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  - b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  - c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  - d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your

Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**B. Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.



### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**12. Process and manner for attending the General Meeting through VC/OAVM:**

Member will be provided with a facility to attend the EGM through VC/OAVM through the LIPL platform Instameet.

**Instructions for attending the General Meeting through Instameet**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:**

1. Members who would like to express their views/ask questions may register themselves as a speaker by sending their request at least 7 days prior to Meeting from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at ket\_sd@kolsitegroup.com. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Members may also submit their queries / questions etc. in advance at least 48 hours prior to the meeting at ket\_sd@kolsitegroup.com.
2. Shareholders will get confirmation on first cum first basis.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

### **Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

### **Item No. 1**

Mr. Utpal Sheth, aged 50 years, was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company by the Board of Directors by way of a Circular Resolution passed on 20<sup>th</sup> August, 2021, upon recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members, for a term of five consecutive years effective from the said date sought in terms of relevant provisions of the Companies act & Listing Regulations.

The Company has received from him consent to act as a Director, intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013, confirmation of his eligibility for such appointment and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Company has also received a notice in writing pursuant to Section 160 of the Act, from the member of the Company proposing his candidature to hold the office of Independent Director.

The Board is of the opinion that he fulfils the conditions for appointment as Independent Director of the Company as specified in the Companies Act, 2013 read with relevant Rules and the SEBI Listing Regulations, 2015 and is independent of the Management. He is not disqualified or debarred to hold such office.

The Board considers that, given his rich experience, knowledge, skills, professional background and qualifications, his appointment on the Board would be beneficial to the Company and it is desirable to avail his services as an Independent Director, not liable to retire by rotation. The brief profile and nature of expertise of the proposed appointee in specific functional areas is provided hereunder. This statement be regarded as disclosure under Regulation 36(3) of the SEBI Listing Regulations.

A copy of draft letter for his appointment as Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during the normal business hours on all the working days or by writing an email to [ket\\_sd@kolsitegroup.com](mailto:ket_sd@kolsitegroup.com).

In view of above, the Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

Except Mr. Utpal Sheth, none of the Directors and Key Managerial Personnel of the Company, including their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The relatives of the said appointee may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

**Details of the directors seeking appointment/re-appointment required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the ICSI:**

<b>SR. No.</b>	<b>Name of Directors</b>	<b>Utpal Sheth</b>				
1.	DIN	00081012				
2.	Date of Birth	20-06-1971				
3.	Date of first appointment	20-08-2021				
4.	Qualification	Commerce Graduate, Cost Accountant and Chartered Financial Analyst				
5.	Brief resume of the Director	<p>Utpal Sheth is the Chief Executive Officer of Rare Enterprises, the asset management firm of Mr. Rakesh Jhunjhunwala. At Rare Enterprises, he is responsible for Investment Management, Risk Management and Institutionalization.</p> <p>He is a Commerce Graduate, Cost Accountant and Chartered Financial Analyst from ICFAI, Hyderabad (a Gold Medalist at an all-India level). Prior to Rare Enterprises, he used to be a Principal Relationship Manager at Investment Banking Division of Enam Financial Consultants Private Limited.</p>				
6.	Nature of Expertise / Experience in specific functional areas	Investment research, Investment Management, Investment Banking and Leadership				
7.	Shareholding, if any in the Company as on 25 <sup>th</sup> December	NIL				
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the	NIL				
9.	Directorship in listed Indian Companies	Aptech Limited, NCC Limited, Kabra ExtrusionTechnik Limited, Star Health and Allied Insurance Company Limited and Metro Brands Limited.				
10.	Chairman/Member of any committee of the board of directors of Listed Indian Companies	Sr. No.	Name of Company	Audit Committee	Nomination & Remuneration Committee	Risk Management Committee
		1.	Aptech Limited		Member	
		2.	NCC Limited		Member	
		3.	Star Health and Allied Insurance Company Limited		Member	Member
		4.	Metro Brands Limited	Member	Member	Member



## Item No. 2

In light of the expanding scope of the Company's Battery Business, the Company needs to raise additional funds to meet its expansion plans by putting in more lines / units and for its operating expenditure and other general corporate purposes.

Towards this, it is proposed to issue and allot up to 30,70,516 (Thirty Lakhs Seventy Thousand Five Hundred Sixteen) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 5/- ( Rupee Five Only) ("**Equity Share**") each ("**Warrants**") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 329/- (Rupees Three Hundred Twenty Nine only) each to be payable in cash ("**Warrant Issue Price**"), aggregating upto ₹ 101,01,99,764/- ( Rupees One Hundred One Crores One Lakh Ninety Nine Thousand Seven Hundred Sixty Four Only) ("**Total Issue Size**") on a preferential basis to the Promoter and certain other identified persons / entities / body corporates ("**Warrant Holder(s)**" / "**Proposed Allottee(s)**") , on preferential basis since raising funds through Preferential Issue is considered to be most cost & time effective way for raising additional capital.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Allottees has been approved by the Board of the Company on 25<sup>th</sup> December, 2021, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be Wednesday, December 22, 2021.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of ₹82.25/- (Rupees Eighty Two and Paise Twenty Five only) which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("**Warrant Subscription Price**").
- d. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of ₹ ₹246.75 (Rupees Two Hundred Forty Six and Paise Seventy Five only) Only) being 75% (seventy five per cent) of the Warrant Issue Price ("**Warrant Exercise Price**") in respect of each Warrant proposed to be converted by the Warrant Holder.
- e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the

entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

- g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.
- h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank pari passu with the then existing Equity Shares of the Company including entitlement to voting powers and dividend.
- i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("**Listing Regulations**"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India ("**SEBI**").
- j. The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date i.e., Wednesday, December 22, 2021. The Proposed allottees has represented that they have not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date.

**The details of the Warrant issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:**

**1. Objects of the preferential issue:**

The proceeds of the preferential issue of Warrants will be used by the Company for any or all of the following purposes.

- capital expenditure;
- funding its research and development activities;
- Operating expenditure and for any other purpose as may be decided and approved by the Board.

**2. Maximum number of specified securities to be issued:**

Up to 30,70,516 (Thirty Lakhs Seventy Thousand Five Hundred Sixteen) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of ₹ 5/- (Rupee Five Only) (“**Equity Share**”) each (“**Warrants**”) at a price (including the Warrant Subscription Price and the warrant exercise price) of ₹ 329/- (Rupees Three Hundred Twenty Nine only) each to be payable in cash (“**Warrant Issue Price**”), aggregating upto ₹ 101,01,99,764/- ( Rupees One Hundred One Crores One Lakh Ninety Nine Thousand Seven Hundred Sixty Four Only) (“**Total Issue Size**”), out of which 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrant (“**Warrant Subscription Price**”) and 75% (seventy five per cent) of the Warrant Issue Price (“**Warrant Exercise Price**”) shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.

**3. Intent of the Promoters, Director(s) or Key Managerial Personnel of the Company to subscribe to the offer:**

Khushi Anand Kabra, Shaurya Anand Kabra and Koliste Industries Promoter group members of the Company intends to subscribe to the Warrants by way of Preferential Issue upto 18,54,103 (Eighteen Lakhs Five Four Thousand One Hundred Three)

**4. Shareholding pattern of the issuer before and after the preferential issue:**

Category of Shareholders	Pre-issue		Post-Allotment #	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>Promoter &amp; Promoter Group</b>				
1. Indian				
a. Individuals / HUF	1,38,08,670	43.28	1,41,58,392	40.48
b. Central / State Government				
c. Financial Institutions / Banks				
d. Bodies Corporate	54,03,705	16.93	69,08,086	19.75
e. Promoters Trusts				
f. Person Acting in Concert				
2. Foreign				
<b>Total Promoter/ Promoter Group (A)</b>	192,12,375	60.22	210,66,478	60.24
<b>Public Shareholders</b>				
1. Institutions	302066	0.95	15,18,479	4.34
2. Central / State Government				
3. Non-Institutions	12387879	38.83	12387879	35.42
<b>Total Public Shareholding (B)</b>	12689945	39.78	139,06,358	39.76
<b>TOTAL(A+B)</b>	31902320	100	34972836	100

# Assuming all the Warrants is converted into Equity Shares of the Company.

**5. Time frame within which the preferential issue shall be completed:**

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted 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, if any, in the issuer consequent to the preferential issue:**

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of warrants to be allotted	Post issue Equity holding (After exercise of Warrants) <sup>1</sup>	
			No. of shares	%		No. of shares	%
	<b>Promoter</b>						
1	Kolsite Industries	Mr. Shreevallabh Kabra, Mr. Anand Kabra Ms. Veenadevi Kabra Ms. Ekta Kabra	7,47,445	2.34	1504381	22,51,826	6.44
2	Khushi Anand Kabra	Not Applicable	1000	0.00	174861	1,75,861	0.50
3	Shaurya Anand Kabra	Not Applicable	1000	0.00	174861	1,75,861	0.50
	<b>Others</b>						
4	University of Notre Dame Du Lac	Not Applicable	0	0.00	728267	728267	2.08
5	GP Emerging Markets Strategies L.P.	Not Applicable	0	0.00	186930	186930	0.53
6	The RAM Fund LP	Nancy C. Everett	0	0.00	194833	194833	0.56
7	Pragma Fund SPC - Equities Segregated Portfolio	Antonio Luiz da Chunha Saebra	0	0.00	106383	106383	0.30
	<b>TOTAL</b>		<b>7,49,445</b>	<b>2.35</b>	<b>30,70,516</b>	<b>3819961</b>	<b>10.92</b>

**Notes:**

<sup>1</sup> Assuming all the Warrants is converted into Equity Shares of the Company.

**7. Relevant Date and Warrant Issue Price:**

The relevant date for the purpose of determining the minimum issue price in accordance

Regulation 164(1) of Chapter V of the ICDR Regulations, is considered to be Wednesday, December 22, 2021 (“**Relevant Date**”). The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is ₹ 328.58/- (Rupees Three Hundred Twenty Eight and Paise Fifty eight only). In view of the above, the Board has approved a Warrant Issue Price of ₹ 329/- (Rupees Three Hundred Twenty Nine only) per Warrant.

#### **8. Basis or Justification of Warrant issue price:**

8.1. While the Equity Shares of the Company are listed on National Stock Exchange of India Limited (“**NSE**”) as well as on BSE Limited (“**BSE**”), however, the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 26 weeks prior to the Relevant Date for computation of issue price. Therefore trading volume of the Equity Shares on the NSE has been considered to determine the issue price.

8.2. In terms of the provisions Regulation 164(1) of ICDR Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

a. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; which is **Rs.246.89**.

or

b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date; which is **Rs.328.58**.

8.3. Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is ₹ 328.58 (Rupees Three Hundred Twenty Eight and Paise Fifty eight only). In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 329/- (Rupees Three Hundred Twenty Nine only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

#### **9. Undertaking as to re-computation of price and lock-in of specified securities**

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.



**10. Change in control, if any in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares of the Company.

**11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

None.

**12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable.

**13. Lock-in period:**

13.1. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

13.2. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

**14. Listing:**

The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank *pari passu* with the then existing Equity Shares of the Company, including voting rights and dividend.

**15. Auditor's Certificate:**

A copy of the certificate issued by M/s. A.G Ogale & Co. , Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available electronically for inspection by the members during the Extra-Ordinary General Meeting of the Company to be held on 21<sup>st</sup> January 2022. Relevant documents referred to in the accompanying Notice and the Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [ket\\_sd@kolsitegroup.com](mailto:ket_sd@kolsitegroup.com)

**16. Other Disclosures/Undertaking:**

- Equity Shares of the Company are frequently traded as per Reg. 164 of ICDR Regulations.
- The Company is eligible to make the preferential allotment to its promoter under Chapter V of the SEBI ICDR Regulations.

- None of the Company, its directors or Promoters have been declared as wilful defaulter as defined under the ICDR Regulations, None of its directors or promoters is a fugitive economic offender as defined under the said regulations.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- The Board of Directors has approved the Preferential Issue of shares and warrants pursuant to its resolutions dated December 25, 2021.
- The Promoter of the Company have not sold or transferred Equity Shares in the six months preceding the Relevant Date.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any preferential issuance to any person or entity, during the year.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the uniform listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company has not bought back any Equity Shares.

Except Mr. Shreevallabh G. Kabra, Mr. Anand S. Kabra and Ms. Ekta A. Kabra Executive Directors and their relatives who are members of the Promoter group of the Company, none of the other Directors or Key Managerial Personnel of the Company including their relatives are in anyway, concerned or interested in the resolution.

In terms of the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board believes that the proposed Warrant issue is in the best interest of the Company and its shareholders and therefore recommends the special resolution as set out herein in the accompanying notice for your approval.

By order of the Board of Directors  
For **Kabra Extrusiontechnik Limited**

**Antony Alapat**  
Company Secretary

**Place:** Mumbai

**Date:** December 25, 2021

**Registered Office:**

Fortune Terraces, 10<sup>th</sup> Floor,

B Wing, Opp. Citi Mall, Link Road, Andheri (West), Mumbai - 400053, Maharashtra, INDIA

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