Regd. Office:
KPT Industries **Ltd.**
Gat No. 320, Mouje Agar,
A/P & Taluka: Shirol - 416 103,
Dist. Kolhapur, Maharashtra, India.

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E: kpt.ho@kpt.co.in
CIN: L29130MH1976PLC019147

KPT POWER TOOLS
KPT BLOWERS
KPT E VEHICLES
www.kpt.co.in

KPT/SECR/STKEXG/26-27 www.listing.bseindia.com 14th July, 2026

BSE Limited
Corporate Relationship Department
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street.
MUMBAI 400 001

Dear Sir,

Sub: - Intimation of Notice of 50th Annual General Meeting of the Company.

In compliance with the Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of the Company's 50th Annual General Meeting scheduled to be held on Saturday, the 08th August, 2026 at 10.00 A.M. at the Registered Office of the Company at Gat No. 320, Mouje Agar, Tal. Shirol, Dist. Kolhapur- 416103, Maharashtra.

This is for your information and record please.

Thanking you,

Yours faithfully,
For **KPT** Industries **Ltd.**,

KPT Industries Ltd. INDIA SHIROL

Aishwarya Toraskar
COMPANY SECRETARY & COMPLIANCE OFFICER
A54931

KPT Industries LTD.

Regd. Office-Gat. No. 320, Mouje Agar, Tal.Shirol - 416 103 Dist. Kolhapur

NOTICE

NOTICE is hereby given that the Fiftieth Annual General Meeting of the Members of **KPT Industries Ltd.,** will be held on Saturday the 8th day of August, 2026, at 10:00 a.m., at the Registered Office of the Company situated at Gat No. 320, Mouje Agar, Tal. Shirol-416 103, Dist. Kolhapur, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2026 and the Board's & Auditor's Reports, thereon.

2. To declare dividend for the financial year ended 31st March, 2026.

3. To appoint a Director in place of **Mr. Dilip Kulkarni, Director (DIN: 00184727),** who retires by rotation and, being eligible, seeks reappointment.

4. To appoint a Director in place of **Mrs. Prabha Kulkarni, Director (DIN: 00053598),** who retires by rotation and, being eligible, seeks reappointment.

SPECIAL BUSINESS:

5. **To approve revision in Commission payable to Mr. Dilip Kulkarni, Managing Director, for the remaining term of 1 year, of his appointment as Managing Director i.e. from 1st April, 2026 to 31st March, 2027**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto (including any statutory modification(s) or re-enactment thereof for the time being in force),pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals as may be necessary, the consent of the shareholders be and is hereby accorded to revise the commission payable to Mr. Dilip Kulkarni (DIN: 00184727), Managing Director of the Company, from the existing 4% to 10% of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT except for the aforesaid revision in the percentage of commission, all other terms and conditions of his reappointment as Managing Director as approved earlier by the Members, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the revised commission shall be effective from1st April, 2026, and shall be subject to the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to the Managing Director shall be governed by the provisions of Schedule V of the Companies Act, 2013, as amended from time to time i.e. Rs. 84.00 lacs, per annum, with a maximum ceiling, as per Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the shareholders be and is hereby accorded to the draft supplementary agreement to be entered into with Mr. Dilip Kulkarni, containing terms and conditions, including remuneration, as placed before the meeting, with a liberty to the Board of Directors to alter and vary the terms and conditions with any revised terms and conditions as may be prescribed under the provisions of Sections 196 and 197 along with Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto, as may be agreed to, between the Board of Directors and Mr. Dilip Kulkarni.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps, actions and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. **Reappointment of Mr. Sanjay Ramakant Buch (DIN: 00391436), as an Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sanjay Ramakant Buch (DIN: 00391436), Independent Director of the Company, who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for reappointment, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2027 up to 31st March, 2032.

RESOLVED FURTHER THAT the said reappointment shall be upon such remuneration by way of sitting fees, commission and reimbursement of expenses, as may be determined by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to take all such steps, actions and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.**"**

7. **<u>Reappointment of Mr. Niraj Shishir Shirgaokar (DIN: 00254525), as an Independent Director of the Company:</u>**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Niraj Shishir Shirgaokar (DIN: 00254525), Independent Director of the Company, who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for reappointment, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2027 up to 31st March, 2032.

RESOLVED FURTHER THAT the said reappointment shall be upon such remuneration by way of sitting fees, commission and reimbursement of expenses, as may be determined by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to take all such steps, actions and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.**"**

8. **<u>Reappointment of Ms. Rama Sanjay Kirloskar (DIN: 07474724), as an Independent Director of the Company:</u>**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and of the Board of Directors, Ms. Rama Sanjay Kirloskar (DIN: 07474724), Independent Director of the Company, who has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for reappointment, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2027 up to 31st March, 2032.

RESOLVED FURTHER THAT the said reappointment shall be upon such remuneration by way of sitting fees, commission and reimbursement of expenses, as may be determined by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to take all such steps, actions and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.**"**

9. **<u>Appointment of Dr. Nitin Vikas Pai (DIN: 08638303) as Non-Executive Director of the Company</u>.**

To consider and, if thought fit, to pass with or without modification(s), 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 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Nitin Vikas Pai (DIN: 08638303), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29-05-2026 and who holds office up to the date of this General Meeting pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Dilip Kulkarni, (DIN: 00184727) Managing Director, and/or Ms. Aishwarya Toraskar (M No. A54931) the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to file all necessary forms, returns and documents with the Registrar of Companies and other authorities as may be required to give effect to this resolution.**"**

10. **<u>Ratification of the Remuneration of Cost Auditor of the Company for the financial year 2026-27.</u>**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s R. C. K & Co. Cost Accountants, Pune, having Firm Registration No. 002587, the Cost Auditors appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial year 2026-27, on such remuneration as may be mutually agreed between M/s R. C. K & Co. Cost Accountants, Pune and Mr. Dilip Kulkarni, Managing Director (DIN: 00184727) of the Company, be and is hereby ratified/approved by the Members of the Company."

"**RESOLVED FURTHER THAT** Mr. Dilip Kulkarni (DIN: 00184727), Managing Director of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, or expedient to give effect to this resolution."

By Order of the Board of Directors
Dilip Kulkarni

Managing Director
DIN: 00184727

Place: Shirol
Date: 29-05-2026

NOTES:

1] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2] The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday the 01st August, 2026 to Saturday the 08th August, 2026 (both days inclusive). **A person whose name appears in the register of Members/ Beneficial Owners as on the cutoff date i.e. 31/07/2026 only shall be entitled to payment of dividend for the financial year 2025-2026.**

3] The Company has transferred the unclaimed dividends declared upto the financial year 2015 to the Investor Education and Protection Fund of the Central Government. All Members who have either not received or have not encashed dividends for the financial years 2019 to 2025 are requested to update their bank details pursuant to **SEBI Circular viz. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 superseded by SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025.** On updation of the bank details and due verification, the unpaid dividend shall be paid via electronic bank transfer. The details of such unclaimed dividends are available on the Company's website (www.kpt.co.in). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. **http://www.iepf.gov.in/.**

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website http://www.iepf.gov.in/ and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

4] Members / Proxies are requested to bring their copies of the Annual Reports as the practice of distributing copies at the time of meeting has been discontinued.

5] Members intending to require information about accounts to be explained in the Annual General Meeting are requested to inform the Company at least seven days in advance of the meeting.

6] Members are requested to notify the company immediately in case of change in their address.

7] The Securities and Exchange Board of India has directed compulsory trading of Company's scrip in dematerialized form by all investors. The Equity Shares of the Company are available for Dematerialisation with National Securities Depository Limited and Central Depository Services (India) Limited.

8] The Company has appointed M/s.MUFG Intime India Pvt. Ltd., (Formerly Known as Link Intime India Pvt.Ltd.,) to act as Registrar and Share Transfer Agents of the Company. The members are requested to send all share transfers and other correspondence to M/s. MUFG Intime India Pvt. Ltd., (Formerly Known as Link Intime India Pvt.Ltd.,) at the following address:

M/s.MUFG Intime India Pvt. Ltd.,
(Formerly Known as Link Intime India Pvt. Ltd.,)
Unit: KPT Industries Limited
Block No.2, Akshay Complex,
Near Ganesh Temple, Dhole-Patil Road,
Pune – 411 001

9] The Board of Directors has appointed Mr. V. Sreedharan, (FCS 2347 CP No. 833), in his absence, Mr. Pradeep B. Kulkarni (FCS 7260 CP No. 7835) in his absence Mrs. Shobha Shridhar (FCS 13360 CP No. 22649), in her absence Ms. Nidhi Shree J (ACS 71329 CP No. 28754) the Partners of V. Sreedharan & Associates, Company Secretaries, Bengaluru, as the scrutinizer for conducting scrutiny of voting process at the Annual General Meeting of the Company in a fair and transparent manner.

10] Instructions to Shareholders as per SEBI Circulars issued from time to time:

a) Special instructions to corporate investors to submit the Board resolution passed under Section 113 of the Companies Act,2013.

b) Instructions to joint shareholders-In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

c) As per the MCA General Circular, this Notice together with Annual Report will be sent through electronic mode, only to those Members whose email id's are registered with the Registrar & Share Transfer Agent of the Company / Depository Participant. The copy of the Notice of 50th Annual General Meeting and Annual Report 2025-26 will also be uploaded on the Company's website at www.kpt.co.in, website of BSE Ltd., at www.bseindia.com and website of the e-voting service provider CDSL at www.evotingindia.com.

d) Following documents are available for inspection during the AGM.

I) Register of director and KMP, Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.

II) All such documents referred to in this Notice and the Explanatory Statement.

e) Members are requested to register their e-mail address in respect of shares held in electronic form with the Depository through their Depository Participant(s).

f) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant and not to the Company.

g) Members who are holding shares in physical form are requested to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to the RTA, along with the full address of the RTA.

h) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 **superseded by SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025**.

i) Members are instructed that in accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

j) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or at the registered office of the Company.

k) As per SEBI instructions, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 **superseded by SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025** has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

l) SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, the freezing of folios who fail to furnish PAN, nomination, contact details, bank account details and specimen and referring such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002, has been done away with,

m) SOP for dispute resolution mechanism shall be as per SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 further amended by SEBI Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 & SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 4, 2023. The above SOP is available on the website of the company viz. www.kpt.co.in.

n) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or Registrar and Share Transfer Agent of the company or their Depository Participant, as the case may be:

a) the change in the residential status on return to India for permanent settlement,

b) the particulars of the NRE account with a bank in India, if not furnished earlier.

o) The results of e-voting shall be declared through Disclosures on BSE website (www.bseindia.com) & on company website (www.kpt.co.in).

11] THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kpt.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

(i) The voting period begins on Wednesday the 05th August, 2026 at 09:00 A.M. (IST) and ends on Friday the 07th August, 2026 at 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st July, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	**1)** Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. **2)** After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **3)** If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. **4)** Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	**1)** If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. **2)** If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **3)** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. **4)** For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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. • 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant company name on which you choose to vote i.e. **KPT Industries Ltd.,**

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; aishwarya.toraskar@kpt.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to aishwarya.toraskar@kpt.co.in / sandip.pawar@in.mpms.mufg.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board of Directors
Dilip Kulkarni

Managing Director
[DIN: 00184727]

Place: Shirol
Date: 29-05-2026

EXPLANATORY STATEMENT UNDER SECTION 102 (1) AND SECTION 110 OF THE COMPANIES ACT, 2013

ITEM No. 05

Mr. Dilip Kulkarni (DIN: 00184727), was reappointed as the Managing Director, based on the recommendation and approval given by the Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on 08th February, 2022. The said reappointment as Managing Director was for a period of 5 (five) years from 01st April, 2022 to 31st March, 2027, with the same remuneration as per Sections 196 and 197 of the Companies Act, 2013 i.e. Rs. 84.00 lakhs per annum (Rupees Eighty-Four Lakhs Only), as per Section II of Part II of Schedule V of the Companies Act, 2013, in case of no profits or inadequacy of profits and Rs. 84.00 lakhs per annum (Rupees Eighty-Four Lakhs Only), as per Section II of Part II of Schedule V of the Companies Act, 2013, plus commission of profits with 4% ceiling, as per Section 197 of the Companies Act, 2013, in case of profits.

In view of the growth in the scale of operations of the Company, increased responsibilities shouldered by him, industry benchmarks and his continued contribution to the performance of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 29th May, 2026 have approved, subject to the approval of the Members, revision in the commission payable to Mr. Dilip Kulkarni from existing 4% to 10% of the net profits of the Company, for the remaining 1 year period as Managing Director of the Company from 1st April, 2026 to 31st March, 2027.

Except for the aforesaid revision in commission, all other terms and conditions of his appointment as Managing Director remain unchanged.

The revised commission shall be effective from 1st April, 2026 and shall be subject to the overall limits as prescribed under Section 197 of the Companies Act, 2013 read with Schedule V thereof and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In case of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Dilip Kulkarni (DIN: 00184727) Managing Director, shall be Rs 84.00 lakhs, per annum, with a maximum ceiling as per Section II of Part II of Schedule V of the Companies Act, 2013.

Details as per point (iv) of Section II Part II of Schedule V:

I. General Information:

(1) Nature of industry: Engineering i.e. manufacturing of electric power tools, industrial blowers, control motors and battery operated electric vehicles (e-carts).

(2) Date of commencement of commercial production: 30-07-1976.

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

(4) Financial performance based on given indicators

(5) Foreign investments or collaborations, if any: Not Applicable

II. Information about Mr. Dilip Kulkarni:

(1) Background details of the Mr. Dilip Kulkarni: Has Bachelor’s Degree in Arts & Commerce from Shivaji University, Kolhapur, Maharashtra and Master’s Degree in Commerce from Pune University, Pune, Maharashtra. He is having rich experience of 48 years in the Company, as a Whole Time Director for 10 years and as a Managing Director of the Company for last 7 years.

(2) Past remuneration: Rs. 84,00,000/- P. A. (Rupees Eighty Four lakhs Only).

(3) Recognition or awards: Not Applicable.

(4) Job profile and his suitability: Has Bachelor’s degree in Arts & Commerce from Shivaji University, Kolhapur, Maharashtra and Master’s Degree in Commerce from Pune University, Pune, Maharashtra. He is having rich experience of 48 years in the Company, as a Whole Time Director for 10 years and as a Managing Director of the Company for last 7 years.

(5) Remuneration proposed: Increase in the Commission payable from existing 4% to 10% of the net profits of the Company along with ₹ 84,00,000/- per Annum and in case of absence or inadequacy of profits, Rs. 84,00,000/- Per Annum (Rupees Eighty Four Lakhs Only)

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Remuneration is paid as per Section II of Part II of Schedule V of the Companies Act, 2013.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: Not Applicable.

III. Other information:

(1) Reasons of loss or inadequate profits: The inadequacy of profits/loss during the financial year under review was primarily due to a combination of external and internal factors, including challenging market conditions, increased input costs, and competitive pricing pressures. Additionally, the Company incurred certain one-time expenses and continued investments in business development initiatives, which impacted short-term profitability. The management remains focused on improving operational efficiency and expects better performance in the coming periods.

(2) Steps taken or proposed to be taken for improvement: Company is in a constant process to increase top-line and control total overheads, for improvement.

(3) Expected increase in productivity and profits in measurable terms: With the implementation of various efficiency measures and improved market outlook, the Company expects a gradual increase in productivity levels. While it is difficult to quantify exact figures at this stage, the management is confident of achieving steady growth in revenue and profitability in the coming years.

Brief Profile of Mr. Dilip Kulkarni (DIN No. 00184727):

Mr. Dilip Kulkarni (DIN No.00184727), has Bachelor's Degree in Arts & Commerce from Shivaji University, Kolhapur Maharashtra and Master's Degree in Commerce from Pune University, Pune, Maharashtra. He is having rich experience of 48 years in the industry, as a Whole Time Director for 10 years and as a Managing Director of the Company for last 7 years.

Mr. Dilip Kulkarni (DIN No. 00184727), joined the Company in year 1978. He worked in different positions in Finance Department of the Company. Looking to his hard work, integrity and sincerity, he was elevated in the Board of Directors of the Company, as a Whole-time Director, in year 2007.

He strived hard, paid his full attention, devotion and perseverance for improvement of the Company's business and affairs. The dedication, hard work and contribution made by Mr. Dilip Kulkarni, to the Company, paid-off.

Considering the efforts made by Mr. Dilip Kulkarni and his perseverance, towards overall growth of the Company, the Board of Directors recommends approval of the members of the Company by way of Special Resolution, to revise the commission payable to Mr. Dilip Kulkarni (DIN: 00184727), Managing Director of the Company, from the existing 4% to 10% of the net profits of the Company, for the remaining 1 year period as Managing Director of the Company from 1st April, 2026 to 31st March, 2027, computed in accordance with the provisions of Section 198 of the Companies Act, 2013. Except for the aforesaid revision in the percentage of commission, all other terms and conditions of his reappointment as Managing Director for the period from 1st April, 2022 to 31st March, 2027, as approved earlier by the Members, shall remain unchanged and continue to be in full force and effect.

The remuneration and the perquisites of Mr. Dilip Kulkarni (DIN No.00184727), are set out in the draft agreement referred to in the resolution at item No.5 of the Notice and are subject to the approval of the Shareholders of the Company under the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, for a period of 1 year, w.e.f. 1st April, 2026. The material terms of appointment of Mr. Dilip Kulkarni as a Managing Director, as set out in a draft agreement, are as follows:

I. Salary: Rs. 7, 00,000/- (Rupees Seven Lakhs) as basic salary, per month.

II. Perquisites, Benefits and Allowances

i) In addition to the salary and commission payable, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent and maintenance allowances, in lieu thereof; together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries; medical reimbursement, club fees and leave travel concession / allowance for himself and his family, medical / accident insurance and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board and the Managing Director, such perquisites and allowances will be subject to such overall ceiling as may be fixed by the Board from time to time.

ii) Company maintained car with driver for official and personal use.

iii) Telecommunication facilities at residence.

iv) Leave and encashment of un-availed leave as per the Rules of the Company.

v) Company's contribution to Provident Fund.

vi) Gratuity: As per the rules of the Company.

vii) Commission will be as per the provisions of Sections 196 and 197 and Section II of Part II of Schedule V of Companies Act, 2013. However, the remuneration as above plus the commission will have a ceiling of 10% of the net profit of the Company.

In the event of any loss or inadequacy of profit in any financial year, subject to Section II of Part II of Schedule V of Companies Act, 2013, or any modifications thereof, the Managing Director shall be paid the above remuneration by way of salary and perquisites as specified above as the minimum remuneration.

This may be treated as the abstract of the terms of appointment of Mr. Dilip Kulkarni (DIN No.00184727), under the provisions of Sections 196 and 197 read with Schedule V and his remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013. The Copy of the agreement as mentioned hereinabove is available at the registered office of the Company during the business hours for inspection of members pursuant to Sec. 190 of the Companies Act, 2013.

Other Disclosures as per Regulation 36(3) of LODR AND SS-2 prescribed by the Institute of Company Secretaries of India are given in Annexure-A to this notice

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Mr. Dilip Kulkarni (DIN No.00184727), is concerned or interested in Special Resolution as per Item No.5 of the accompanying Notice.

Save as aforesaid, none of the other directors or KMP of the Company or their relatives are in anyway, concerned or interested in the Special Resolution set out at Item No.5 of the Notice.

ITEM No. 06

Proposed candidature for reappointment as Independent Director.

Mr. Sanjay Ramakant Buch (DIN .00391436), is an Advocate and Solicitor and he is a Partner of M/s Crawford Bayley & Co., Mumbai, which is one of India's oldest and best-known law firms, with rich & well-endowed experience in several practice areas.

The Board of Directors, at its Meeting held on 29th May, 2026, upon the recommendation of the Nomination and Remuneration Committee, approved the reappointment of Mr. Sanjay Ramakant Buch (DIN. 00391436), as an Independent Director of the Company, subject to approval of the Members of the Company.

Considering the credentials, professional background, expertise the Board is of the opinion that the continued association of Mr. Sanjay Ramakant Buch, with the Company would be of significant value and benefit to the Company.

Accordingly, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Members is being sought for the reappointment of Mr. Sanjay Ramakant Buch (DIN: 00391436) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, on the Board of the Company.

Section 149 of the Act, and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sanjay Ramakant Buch for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Sanjay Ramakant Buch that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Sanjay Ramakant Buch fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

Other Disclosures as per Regulation 36(3) of LODR AND SS-2 prescribed by the Institute of Company Secretaries of India are given in Annexure-A to this notice

Copy of draft letter of appointment of Mr. Sanjay Ramakant Buch setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Sanjay Ramakant Buch is interested in the resolution set out respectively at Item No.6 of the Notice with regard to their respective resolution of appointment and to the extent of his shareholding interest, if any, in the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Sanjay Ramakant Buch to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends resolution set out at item No. 6 as Special Resolution for the approval of the members.

ITEM No. 07

Proposed candidature for reappointment as Independent Director.

Mr. Niraj Shishir Shirgaokar, (DIN: 00254525), has a Bachelor's Degree in Computer Engineering from Bombay University with 17 years of experience in professionally managed multi-national companies.

Mr. Shirgaokar currently is the Managing Director of The Ugar Sugar Works Ltd., the parent organization of the Shirgaokar Group of Companies (SB Group) having interests in sugar, power, ethanol, IMFL, foundries and I.T.

Mr. Shirgaokar has also co-founded and promoted iResearch Services Pvt. Ltd., in 2008, which is one of the country's leading marketing first research-based, thought leadership companies, providing services and solutions to customers and partners in USA, EU and Australasia.

He has served as the President of South India Sugar Mills Association (SISMA), which looks into interests of over 60 Sugar Mills in the South of India. Last year he completed his term as the President of the India Sugar Mills Association (ISMA), the premier association of sugar and ethanol manufacturers in the country.

He is also an avid sportsman and has played Squash for India. He has represented the country at the World Open Squash Doubles Championship. He has been the Over – 35 National Squash Champion; twice a National Doubles Finalist and has been the Captain of the victorious Maharashtra State Men's Squash Team for over two years.

The Board of Directors, at its Meeting held on 29th May, 2026, upon the recommendation of the Nomination and Remuneration Committee, approved the reappointment of Mr. Niraj Shishir Shirgaokar (DIN. 00254525), as an Independent Director of the Company, subject to approval of the Members of the Company.

Considering the credentials, professional background, expertise the Board is of the opinion that the continued association of Mr. Niraj Shishir Shirgaokar, with the Company would be of significant value and benefit to the Company.

Accordingly, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Members is being sought for the reappointment of Mr. Niraj Shishir Shirgaokar (DIN: 00254525) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, on the Board of the Company.

Section 149 of the Act, and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Niraj Shishir Shirgaokar for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Niraj Shishir Shirgaokar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Niraj Shishir Shirgaokar fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

Other Disclosures as per Regulation 36(3) of LODR AND SS-2 prescribed by the Institute of Company Secretaries of India are given in Annexure-A to this notice

Copy of draft letter of appointment of Mr. Niraj Shishir Shirgaokar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Niraj Shishir Shirgaokar is interested in the resolution set out respectively at Item No.7 of the Notice with regard to their respective resolution of appointment and to the extent of his shareholding interest, if any, in the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Niraj Shishir Shirgaokar to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends resolution set out at item No. 7 as Special Resolution for the approval of the members.

ITEM No. 08

Proposed candidature for reappointment as Independent Director.

Ms. Rama Sanjay Kirloskar, (DIN: 07474724), holds a double major in Mathematics and Biology from Bryn Mawr College, USA.

Ms. Rama Kirloskar is currently the Joint Managing Director of Kirloskar Brothers Limited (KBL) and also Managing Director of Kirloskar Ebara Pumps Limited (KEPL), a joint venture between Ebara Corporation, Japan.

She is also on the Board of Karad Projects and Motors Limited and Prakar Investments Private Limited.

Ms. Rama Kirloskar, is on the Executive Council of Accelerating Growth of New India's Innovations (AGNII), a programme of the Office of the Principal Scientific Adviser to the Government of India and a Mission under the Prime Ministers Science Technology and Innovation Advisory Council (PM-STIAC).

The Board of Directors, at its Meeting held on 29th May, 2026, upon the recommendation of the Nomination and Remuneration Committee, approved the reappointment of Ms. Rama Sanjay Kirloskar (DIN. 07474724), as an Independent Director of the Company, subject to approval of the Members of the Company.

Considering the credentials, professional background, expertise the Board is of the opinion that the continued association of Ms. Rama Sanjay Kirloskar, with the Company would be of significant value and benefit to the Company.

Accordingly, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Members is being sought for the reappointment of Ms. Rama Sanjay Kirloskar (DIN: 07474724) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, on the Board of the Company.

Section 149 of the Act, and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Rama Kirloskar for the office of Independent Director of the Company.

The Company has also received declaration from Ms. Rama Kirloskar that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Rama Kirloskar fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Other Disclosures as per Regulation 36(3) of LODR AND SS-2 prescribed by the Institute of Company Secretaries of India are given in Annexure-A to this notice.

Copy of draft letter of appointment of Ms. Rama Kirloskar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Ms. Rama Kirloskar is interested in the resolution set out respectively at Item No.8 of the Notice with regard to their respective resolution of appointment and to the extent of his shareholding interest, if any, in the Company.

No Director, Key Managerial Personnel or their relatives, except Ms. Rama Kirloskar to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends resolution set out at item No. 8 as Special Resolution for the approval of the members

ITEM No. 09

Proposed candidature for appointment as Non-Executive Director.

The Company is desirous of strengthening its Board by inducting a qualified and experienced professional possessing domain expertise in the healthcare sector. Accordingly, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 29-05-2026, approved the appointment of **Dr. Nitin Vikas Pai** as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

Dr. Nitin Vikas Pai is a distinguished Gastroenterologist based in Pune and holds the qualifications of M.D. (Medicine), D.N.B. (Medicine) and D.M. (Gastroenterology). He is presently serving as Director – Gastroenterology at Ruby Hall Clinic, Pune, one of the region's reputed tertiary healthcare institutions.

Dr. Pai possesses extensive professional experience and expertise in the field of gastroenterology and healthcare management. The Board believes that his vast knowledge, professional acumen and experience will provide valuable insights and strategic guidance to the Company, particularly in matters relating to governance, healthcare initiatives and long-term business growth.

Dr. Pai is related to the Promoter Group of the Company, being the nephew of Late Mr. Prakash Kulkarni and Mrs. Prabha Kulkarni, Promoters of the Company.

The Company has received from Dr. Pai:

- Consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act;
- A declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act; and
- Disclosure of his interest in Form MBP-1 pursuant to Section 184 of the Act.

Other Disclosures as per Regulation 36(3) of LODR AND SS-2 prescribed by the Institute of Company Secretaries of India are given in Annexure-A to this notice.

In accordance with Section 161(1) of the Act, Dr. Pai shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company. The approval of the Members is therefore being sought for his appointment as a Director of the Company.

Dr. Nitin Vikas Pai is concerned or interested in the resolution set out at Item No. 9 of the Notice relating to his appointment. Mrs. Prabha Kulkarni and Dr. Ketan Vikas Pai, being related to Dr. Pai, may also be deemed to be interested in the said resolution. Except as stated above, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members.

ITEM No.10

The Board of Directors, at its Meeting held on May 29th, 2026, upon recommendation of the Audit Committee, approved the appointment of M/s R. C. K & Co. Cost Accountants, Pune, having Firm Registration No. 002587, as Cost Auditors of the Company for conducting the Audit of the cost records of the Company, for the financial year 2026-27, on such remuneration, as may be mutually agreed between M/s R. C. K & Co. Cost Accountants, Pune and Mr. Dilip Kulkarni, Managing Director of the Company. Pursuant to Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item No. 10 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.10 of the Notice.

Annexure-A

Disclosures as per Regulation 36(3) of SEBI LODR, 2015 AND SS-2 PRESCRIBED BY ICSI

Sl. No.	*Particulars*	*Details of Dilip Kulkarni*	*Details of Mr. Sanjay Ramakant Buch*	*Details of Mr. Niraj Shishir Shirgaokar*	*Details of Ms. Rama Kirloskar*	*Details of Dr. Nitin Pai*
A	*Date of Birth*	*14-06-1949*	*26-09-1968*	*25-05-1972*	*21-09-1989*	*15-11-1973*
B	*Age*	*76 years*	*57 years*	*54 years*	*36 years*	*52 years*
C	*DIN*	*00184727*	*00391436*	*00254525*	*07474724*	*08638303*
D	*No. of meetings of the Board attended during the last one year*	*4 (Four) meetings.*	*4 (four) meetings.*	*4 (four) meetings.*	*4 (four) meetings.*	*N.A.*
E	*terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person*	*Provided herein above*	*Provided herein above*	*Provided herein above*	*Provided herein above*	*Provided herein above*
F	*Date of first appointment on the Board*	*26-07-2007*	*01-04-2024*	*01-04-2024*	*01-04-2024*	*29-05-2026*
G	*Qualifications*	*Post Graduate in Commerce.*	*Advocate*	*Bachelor's Degree in Computer Engineering from Bombay University*	*Holds a double major in Mathematics and Biology from Bryn Mawr College, USA*	*MD MEDICINE DNB MEDICINE DM GASTROENTEROLOGY*
H	*Experience*	*48 years*	*32 years*	*17 years of experience in professionally managed multi-national companies*	*12 years of experience in professionally managed multi-national companies.*	*25 years of distinguished clinical practice*
I	*A Brief Resume of the director*	*Provided herein above*	Provided herein above	*Provided herein above*	*Provided herein above*	*Provided herein above*
J	*Nature of expertise in specific functional areas;*	*Accounts & Finance*	Advocate and Solicitor	*Bachelor's Degree in Computer Engineering and vast experience of managing multi-national companies, Sugar industries.*	*Holds a double major in Mathematics and Biology from Bryn Mawr College, USA. Currently working as business entrepreneur.*	Distinguished Gastroenterologist.
K	*Disclosure of relationships between directors Manager and other Key Managerial Personnel of the company*	*Not Applicable*	*Not Applicable*	*Not Applicable*	*Not Applicable*	*Dr. Pai is nephew to Late Mr. Prakash Kulkarni and Mrs. Prabha Kulkarni, Chairperson KPT Industries Ltd.,*

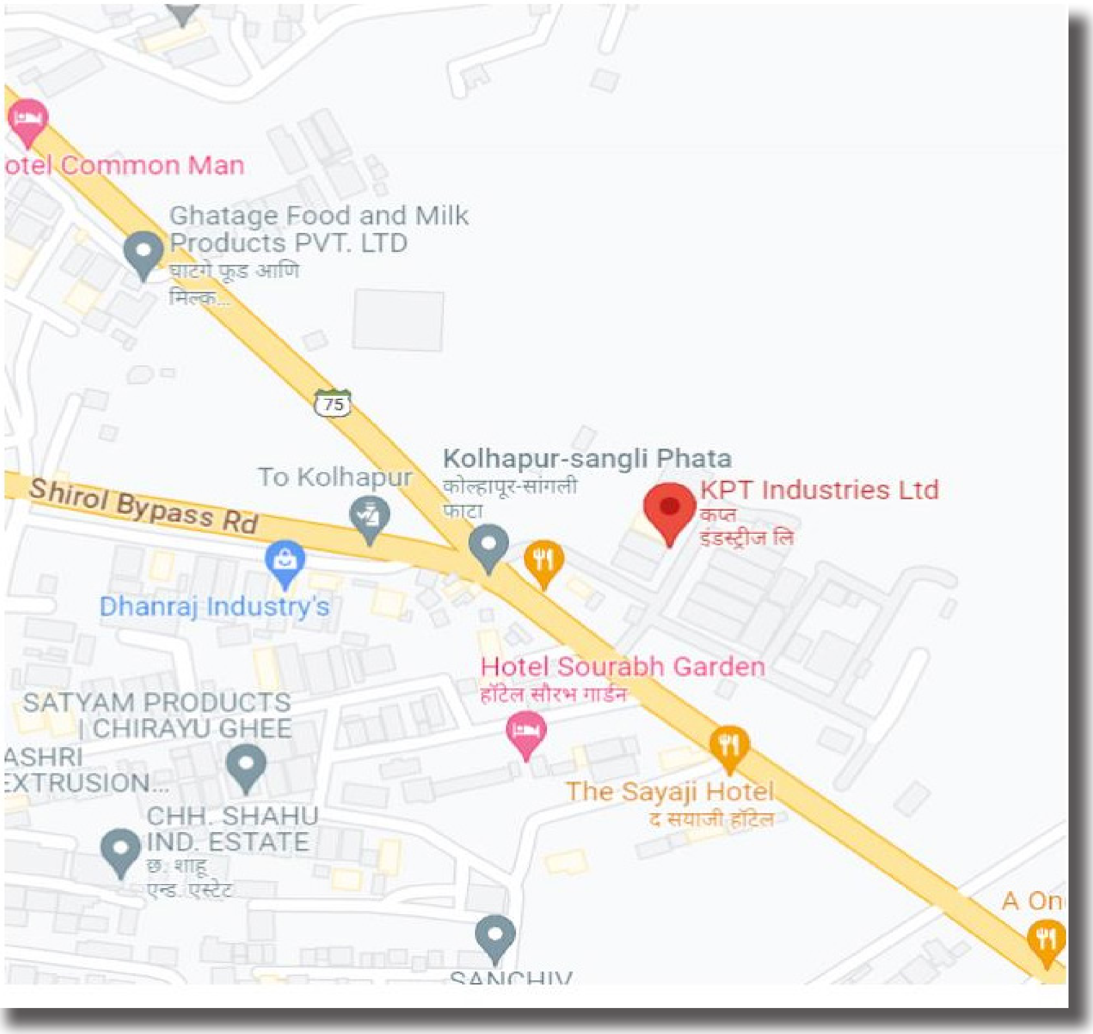
Sl. No.	*Particulars*	*Details of Dilip Kulkarni*	*Details of Mr. Sanjay Ramakant Buch*	*Details of Mr. Niraj Shishir Shirgaokar*	*Details of* **Ms. Rama Kirloskar**	*Details of Dr. Nitin Pai*
L	Names of the Companies the directors also holds directorship and membership of Committees of Board along with the listed entities from which the person has resigned in past three years	*NIL*	*1) Fermenta Biotech Ltd., 2) Sulphur Mills Ltd., 3) Indo Baijin Chemicals Pvt Ltd., 4) JM Foundation for Excellence in Journalism 1) Crawford Bayley & Co. – Senior Partner*	*1) The Ugar Sugar Works Ltd., 2) Synergy Green Industries Ltd., 3) Indian Sugar Exim Corporation Ltd., 4) Giving For Good Foundation 5) S.B. Reshellers Pvt Ltd., 6) iResearch Services Pvt. Ltd., 7) iResearch Services Ltd., (U.K.) 8) Suresh Shirgaokar Enterprises LLP 2) Shishir Shirgaokar Enterprises LLP*	*3) Kirloskar Brothers Ltd., 4) Kirloskar Ebara Pumps Ltd., 5) Karad Projects and Motors Ltd., 6) Prakar Investments Pvt Ltd., 7) DCM Shriram Chemicals Ltd.,*	*1) Pune GI Pvt. Ltd., 2) Suvina Engineers Pvt. Ltd.,*
M	*Shareholding of non-executive directors [in the listed entity, including shareholding as beneficial owner]*	*Not Applicable*	*Not Applicable*	*Not Applicable*	*Not Applicable*	*Not Applicable*
N	*In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement*	*Not Applicable*	*Mr. Buch being an Advocate & Solicitor working as a Partner of M/s Crawford Bayley & Co., Mumbai has rich & well-endowed experience in several practice areas.*	*Mr. Shirgaokar has a vast experience of managing multi-national companies and currently working as the Managing Director of the Ugar Sugar Works Ltd., the parent organization of the Shirgaokar Group of Companies.*	*Ms. Rama Kirloskar holds a double major in Mathematics and Biology from Bryn Mawr College, USA. Currently is the Joint Managing Director of Kirloskar Brothers Limited (KBL) and also Managing Director of Kirloskar Ebara Pumps Limited (KEPL).*	*Not Applicable*
O	*Remuneration*	Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only) P.A. only in case of absence or inadequacy of profits, and Rs. 84,00,000/- (Rupees Eighty Four Lakhs Only) P.A. plus commission of 10% of the net profits of the Company, in case of profits.	*Sitting Fees as decided by the Board of Directors.*	*Sitting Fees as decided by the Board of Directors.*	*Sitting Fees as decided by the Board of Directors.*	*Sitting Fees as decided by the Board of Directors.*

By Order of the Board of Directors
Dilip Kulkarni

Managing Director
[DIN: 00184727]

Place : Shirol
Date : 29-05-2026

Route Map to the Venue of 50th Annual General Meeting of the Shareholders of the KPT Industries Limited scheduled at Gat No. 320, Mouje Agar, At Post & Taluka: Shirol-416103, Dist. Kolhapur, Maharashtra India



KPT Industries LTD.

Regd.Office: Gat No. 320, Mouje Agar,
At Post & Tal: Shirol-416 103, Dist. Kolhapur
CIN: L29130MH1976PLC019147

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. / Client ID & DP ID*:

*Applicable to Shareholders holding shares in electronic form.

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

1 __________ of __________ having email id ___________ Signature _________ or failing him,

2 __________ of __________ having email id ___________ Signature _________ or failing him,

3 __________ of __________ having email id ___________ Signature ___________________.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fiftieth Annual General Meeting of the Members of KPT Industries Ltd., to be held on Saturday, the 8th August, 2026, at 10.00 a.m., at the Registered Office of the Company at Gat no. 320, Mouje Agar, At & Post Tal. Shirol-416 103, Dist. Kolhapur and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particular of Resolution(s)	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2026 and the Board's & Auditor's Reports, thereon.		
2.	To declare dividend for the financial year ended 31st March, 2026.		
3.	To appoint a Director in place of Mr. Dilip Kulkarni, Director (DIN: 00184727), who retires by rotation and, being eligible, seeks re-appointment.		
4.	To appoint a Director in place of Mrs. Prabha Kulkarni, Director (DIN: 00053598), who retires by rotation and, being eligible, seeks re-appointment.		
5.	To approve revision in Commission payable to Mr. Dilip Kulkarni, Managing Director, for the remaining term of 1 year of his appointment as Managing Director i.e. from 1st April, 2026 to 31st March, 2027.		
6.	To reappoint Mr. Sanjay Ramakant Buch (DIN: 00391436),as an Independent Director of the Company.		
7.	To reappoint Mr. Niraj Shishir Shirgaokar (DIN: 00254525), as an Independent Director of the Company.		
8.	To reappoint Ms. Rama Sanjay Kirloskar (DIN: 07474724), as an Independent Director of the Company.		
9.	To appoint Dr. Nitin Vikas Pai (DIN: 08638303) as Non-Executive Director of the Company.		
10.	To ratify of the Remuneration of Cost Auditor of the Company for the financial year 2026-27.		

Signed this ____________ day of _______________, 2026.

Affix Revenue Stamp

Signature of Shareholder: ___________________________

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the ensuing Annual General Meeting.

INSTRUCTIONS FOR FILLING, STAMPING, SIGNING AND/OR DEPOSITING THE PROXY FORM.

If any shareholder is unable to attend the meeting and would like to appoint a proxy to attend and vote on his/her behalf then he/she can appoint a proxy using the proxy form (MGT 11) attached to this Notice.

Following are the instruction for filling the proxy form:

1. Fill in your name, address and e-mail id in the space provided.
2. Fill in the number of shares held by you in the space provided.
3. You can appoint more than one proxy, provision for appointing up to three proxies is made available in the form attached to this notice.
4. Fill in the name, address, and e-mail id of the proxy.
5. A specimen signature of the person appointed as proxy needs to be obtained in the space provided.
6. The instrument of proxy shall be signed by the Shareholder or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and proxy holder(s).
7. An instrument of proxy duly filled, stamped, and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
8. An instrument of proxy is valid only if it is properly stamped by affixing Re. 1/- (Rupee One) revenue stamp as per the Indian Stamp Act, 1899. Unstamped or inadequately stamped proxy form(s) upon which the stamps have not been cancelled shall be considered as invalid.
9. The proxy-holder shall prove his identity at the time of attending the meeting.
10. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited and a proxy shall be accepted even on a holiday if the last date by which it could be accepted is a holiday.