



KCK INDUSTRIES LIMITED

Regd. Office: Plot No 484B, Village Daria Khatauni No 95, Khasra 9/7, Chandigarh - 160101

Email: info@kcksales.co.in; **Website:** www.kckindustriesltd.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of M/s. KCK Industries Limited will be held on Monday, October 14, 2024 at 11:00 A.M. at the 902 & 903, Hotel Solitare, NAC, Housing Board Chowk, Manimajra, Chandigarh 160101 to transact the following business:

SPECIAL BUSINESS

I. To consider and approve sub-division of equity shares of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) fully paid-up, be sub-divided into 5 equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”).

RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the Company, all the share capital, authorized, paid-up and subscribed of equity shares of face value of Rs. 10/- (Rupees Ten only) each existing on the Record Date, shall stand sub-divided as follows:

Particulars	Pre-Split/ Sub-division			Post-Split/ Sub-division		
	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (Rs.)	Total Share Capital (in Rs.)
Authorized	1,35,00,000	10/-	13,50,00,000	6,75,00,000	2/-	13,50,00,000
Paid-up	1,27,20,340	10/-	12,72,03,400	6,36,01,700	2/-	12,72,03,400
Subscribed	1,27,20,340	10/-	12,72,03,400	6,36,01,700	2/-	12,72,03,400

RESOLVED FURTHER THAT, upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid up, and the Company may, without requiring the shareholders to surrender the old/existing share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the sub-divided equity shares in accordance with the

applicable provisions of the SEBI Regulations within the period prescribed, Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective depository participants, *in lieu* of the existing credits representing the equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

II. To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to replace the existing Clause V of the Memorandum of Association of the Company with the following:

V. " The Authorized share capital of the Company is Rs. 13,50,00,000 (Rupees Thirteen Crores Fifty Lacs Only) divided into 6,75,00,000 (Six Crores Seventy Five Lacs) Equity Share of Rs. 2/- each."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

**By order of Board of Directors
For KCK Industries Limited**

**Place: Chandigarh
Date: 18/09/2024**

**Harsimran Jit Kaur
Company Secretary**

Registered Office:
Plot No. 484B, Village Daria Khatauni No. 95,
Khasra 9/7, Chandigarh -160101
CIN: L24232CH2013PLC034388

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

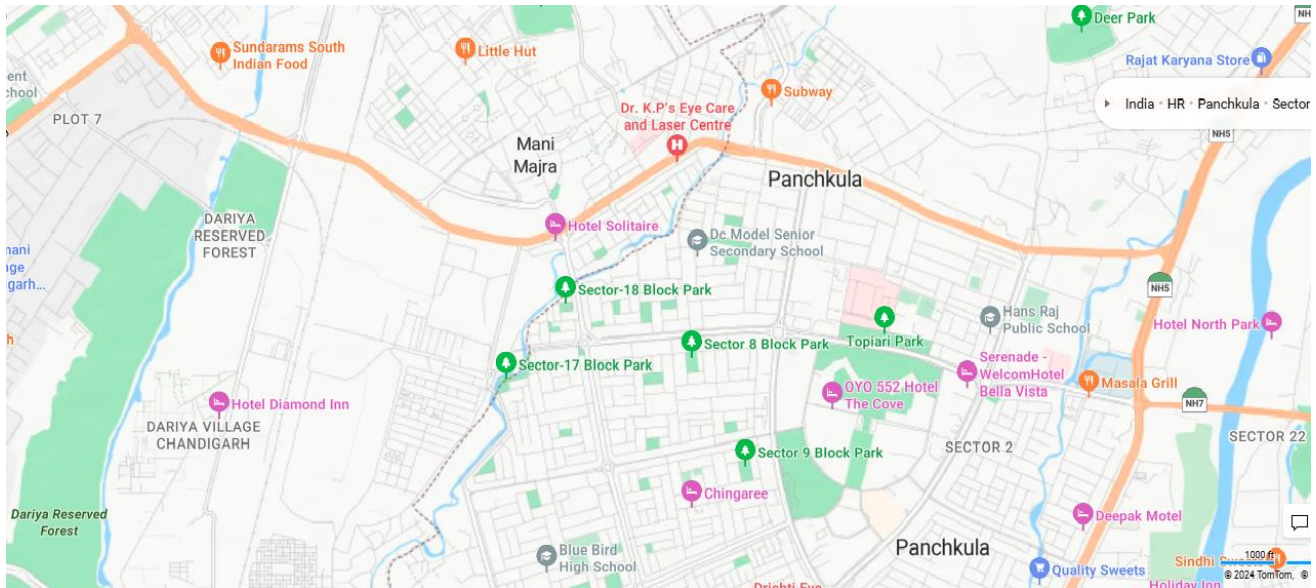
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Proxy form, in order to be effective, must be deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kckindustriesltd.com/announcement.html The Notice can also be accessed from the website of the Stock Exchange i.e. NSE at www.nseindia.com.
4. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
5. 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.
6. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
7. The cut off date for the purpose of determining the eligibility of the Members to attend the Extra Ordinary General Meeting of the Company is October 04, 2024.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Notices, Circulars etc. from the Company electronically.
9. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent **Cameo Corporate Services Limited** the Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
10. Non -Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
11. All documents referred to in the Notice and Explanatory Statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Extra Ordinary General Meeting.
12. A Route Map to reach the venue of the Extra Ordinary General Meeting is annexed with the Notice of EGM.
13. M/s. **Neeraj Jindal & Associates**, Practicing Company Secretaries, has been appointed as Scrutinizers to scrutinize the voting process in a fair & transparent manner.
14. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be

held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM.

15. The Scrutinizer shall, after the conclusion of voting at the EGM, count the votes cast at the meeting and shall submit within 48 hours of the conclusion of the EGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall counter sign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.kckindustriesltd.com/announcement.html immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be placed on the website of the Stock Exchange i.e. NSE at www.nseindia.com.

Route map for the venue of the EGM is as below:



**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 1 & 2:

The equity shares of the Company are listed and traded on the NSE. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, the Board of Directors of the Company in its meeting held on September 18, 2024 considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each Equity Share having face value of Rs. 10/- (Rupees Ten Only) fully paid-up, be sub-divided into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two Only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”), subject to approval of shareholders of the Company.

The sub-division of Equity Shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of Equity Shares. Additionally, such sub-division shall not be construed as reduction in Share Capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of ordinary resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association and Articles of Association is available for inspection by the Shareholders of the Company. They may follow the process for inspection of document as mentioned in ‘Notes’ section forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 1 & 2 except to the extent of their shareholding in the Company.

The Board recommends passing of the resolutions as set out at Item Nos. 1 & 2 as Ordinary Resolution(s).

**By order of Board of Directors
For KCK Industries Limited**

**Place: Chandigarh
Date: 18/09/2024**

**Harsimran Jit Kaur
Company Secretary**

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ATTENDANCE SLIP

Extra Ordinary General meeting on Monday, 14th October, 2024, at 11:00 AM at Hotel Solitaire, SCO No. 902 - 903, N.A.C, Housing Board Chowk, Manimajra, Chandigarh, 160101

Regd. Folio No. _____

DP ID _____

Client ID/Ben. A/C _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at Extra Ordinary General meeting on Monday, 14th October, 2024, at Hotel Solitaire, SCO No. 902 - 903, N.A.C, Housing Board Chowk, Manimajra, Chandigarh, 160101

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature



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PROXY FORM (FORM No. MGT-11)

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

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

I/We, being the member(s) of _____ shares of the KCK INDUSTRIES LIMITED, hereby appoint:

1. Name: _____ Address: _____

E-mail Id: _____ Signature or failing him/her,

2. Name: _____ Address: _____

E-mail Id: _____ Signature or failing him/her,

3. Name: _____ Address: _____

E-mail Id: _____ Signature or failing him/her,

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, 14th October, 2024 at 11:00 A.M at the Hotel Solitaire, SCO No. 902 - 903, N.A.C, Housing Board Chowk, Manimajra, Chandigarh, 160101 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business	For	Against
1. To consider and approve sub-division of equity shares of the Company: (Ordinary Resolution)		
2. To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company. (Ordinary Resolution)		
Signed this _____ day of _____ 2024	Signature of Shareholder	Affix Revenue Stamp
Signature of First Proxy Holder Signature of third Proxy holder	Signature of Second Proxy Holder	Signature of Third Proxy Holder



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BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Ordinary Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Monday, October 14, 2024 by recording my/our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolution	No. of shares held	(FOR)	(AGAINST)
			I / We assent to the resolution	I / We dissent from the resolution
Special Business				
1.	To consider and approve sub-division of equity shares of the Company: (Ordinary Resolution)			
2.	To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company. (Ordinary Resolution)			

Place:

Date:

Signature of Shareholder/Authorized Representative

Note: Please read the instructions given below carefully before exercising your vote.

INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.kckindustriesltd.com/announcement.html within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the NSE, where the shares of the Company are listed.