



KUNSTSTOFFE INDUSTRIES LIMITED

CIN L65910MH1985PLC037998

Registered office: Kiran Bldg., 128, Bhaudaji Road, Matunga, Mumbai – 400 019.

Tel. No. 022-2408 2689/90 Fax No. 022-2404 4853 Website - www.kunststoffeindia.com Email: kunststoffe@vsnl.net

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KUNSTSTOFFE INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 17TH APRIL, 2017 AT ITS REGISTERED OFFICE AT KIRAN BLDG, 128, BHAUDAJI ROAD, MATUNGA, MUMBAI 400019, MAHARASHTRA, INDIA AT 11.30 A.M. TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS.

SPECIAL BUSINESS

1. Shifting of the Registered Office from the State of Maharashtra to the Union Territory of Daman & Diu and Alteration of Memorandum of Association:

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

“**RESOLVED THAT** pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof for the time being in force) (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government and such other approvals, permissions and sanction, as may be required from time to time, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Maharashtra (i.e. from the jurisdiction of Registrar of Companies, Mumbai, Maharashtra) to the Union Territory of Daman & Diu (i.e. to the jurisdiction of Registrar of Companies, Goa, Union Territory) and that the Clause II of the Memorandum of Association of the Company be altered and substituted with the following clause:

II. The registered office of the Company will be situated in the Union Territory of Daman & Diu.”

RESOLVED FURTHER THAT upon the confirmation from the Central Government the registered office of the Company be shifted from Kiran Building, 128, Bhaudaji Road, Matunga, Mumbai 400019, situated under the jurisdiction of the Registrar of Companies, Mumbai Maharashtra to Airport Road, Kadaiya, Nani Daman, Daman (Union Territory) 396210, situated under the jurisdiction of the Registrar of Companies, Goa, Union Territory of Daman and Diu.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to file any form /return/ documents with the Ministry of Corporate Affairs and also authorized to appoint any professional to file applications/ petitions, issue notice and advertisements, obtain orders for shifting of Registered office from concerned authorities and to do all such act(s), deed(s) and things as may be necessary and incidental for the above purpose.”

By Order of the Board of Directors of,
Kunststoffe Industries Limited

Padmini Ravindran
Company Secretary

Date: 14th March, 2017

Place: Mumbai

Registered Office:

Kiran Bldg, 128, Bhaudaji Road, Matunga,

Mumbai 400019, Maharashtra, India

CIN: L65910MH1985PLC037998

E-mail: kunststoffe@vsnl.net

Website: www.kunststoffeindia.com

NOTES:

- 1) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under items of the Notice is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 3) The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company’s registered office at Mumbai not less than 48 hours before the commencement of the meeting. The Proxy form is enclosed herewith.
- 4) The Notice of the EGM along with the Attendance slip and Proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s). Members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.

- 5) Members may also note that the Notice of the EOGM will also be made available on the Company's Website: www.kunststoffeindia.com
- 6) The Relevant documents referred to above in any of the items of the Notice are available for inspection by the members at the Registered Office of the Company on any working day during the business hours of the Company.
- 7) Any member who has voted by remote e-voting cannot vote at the meeting.

1. Information and other instruction relating to e-voting are as under:

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted vide notification dated March 19, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote at the Extra Ordinary General Meeting of the Company by electronic means and the business may be transacted through e-voting services provided by CDSL.
- (ii) For Members attending the Meeting who have not cast their vote by remote e-voting, the Company shall be making arrangements for the Members to cast their votes in respect to the business stated in this Notice through ballot form. The Members who have casted their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iii) The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Agency to provide e-voting facility.
- (iv) The Board of Directors of the Company has appointed Mr. Bipin C. Shah, Practicing Chartered Accountant, Mumbai as Scrutinizer to scrutinise the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. April 10, 2017.
- (vi) A person, whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. April 10, 2017 only, shall be entitled to avail the facility of remote e-voting.
- (vii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Thursday 13th April, 2017 at 9.00 a.m.** and ends on **Sunday 16th April, 2017 at 5.00 p.m.** 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 **Monday 10th April, 2017**, 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **KUNSTSTOFFE INDUSTRIES LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- I. At the Extra Ordinary General Meeting at the end of the discussion of the Resolution on which voting is to be held, the chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the Remote e-voting facility.
- II. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- III. The Scrutinizer shall immediately after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes at the Extra Ordinary General Meeting. The Scrutiniser shall not later than 48 hours of conclusion of the meeting, make a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing who shall countersign the same.
- IV. The Results shall be declared on or after the EOGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.kunststoffeindia.com and on the website of CDSL within two (2) days of passing of the resolutions at the EOGM of the Company and communicated to BSE Limited.

**By Order of the Board of Directors of,
Kunststoffe Industries Limited**

**Padmini Ravindran
Company Secretary**

Date: 14th March, 2017

Place: Mumbai

Registered Office:

Kiran Bldg, 128, Bhaudaji Road, Matunga,

Mumbai 400019, Maharashtra, India

CIN: L65910MH1985PLC037998

E-mail: kunststoffe@vsnl.net

Website: www.kunststoffeindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 1:

The Company was incorporated under Companies Act, 1956 in the State of Maharashtra. As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is at present in the State of Maharashtra.

Your Board of Directors analyze that the shifting of the registered office is in the best interest of the company, shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the company. This shifting would provide administrative convenience. Further the Company is also having premises in Daman which would result in cut down the operational cost of the Company. The Company does not have own premises in Mumbai and the rent for the office has become very high causing unnecessary expenses. Except for the correspondence purpose the registered office has become burden on the expenses of the Company. The Company will be able to save considerable amount by shifting the office at the Daman factory where sufficient place is available. Hence the Board is of the view that the business can be carried out more efficiently and economically by the Company in Daman.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder shifting of the registered office from one State to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 1 of the notice except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution for the approval of the Members.

**By Order of the Board of Directors of,
Kunststoffe Industries Limited**

**Padmini Ravindran
Company Secretary**

Date: 14th March, 2017

Place: Mumbai

Registered Office:

Kiran Bldg, 128, Bhaudaji Road, Matunga,

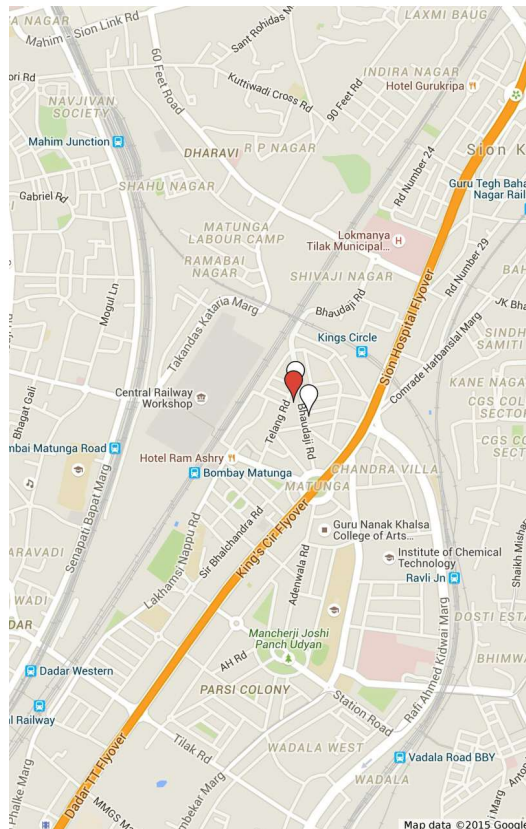
Mumbai 400019, Maharashtra, India

CIN: L65910MH1985PLC037998

E-mail: kunststoffe@vsnl.net

Website: www.kunststoffeindia.com

**Kunststoffe Industries Limited
EGM ROUTE MAP**



REGISTERED OFFICE ADDRESS
Kiran Building 128, Bhaudaji Road,
Matunga (E), Mumbai – 400 019



KUNSTSTOFFE INDUSTRIES LIMITED

CIN : L65910MH1985PLC037998

Registered office: Kiran Bldg., 128, Bhaudaji Road, Matunga, Mumbai - 400 019.
Tel. No. 022-2408 2689/90 Fax No. 022-2404 4853 Website - www.kunststoffeindia.com
Email: kunststoffe@vsnl.net

Ballot Form (In Lieu of e-voting)

Sr No.:

1	Name & Registered Address of the sole/first named Member	-
2	Name(s) of the Joint-Holder(s), if any	
3	Registered Folio No./DP ID/Client ID* (*Applicable to investors holding Shares in Dematerialized form)	
4	Number of Equity Share(s) held	

I/ We hereby exercise my/our vote in respect of the Resolutions(s) to be passed for the business stated in the Notice of Extra Ordinary General Meeting of the Company to be held on April 17th, 2017 by conveying my/our assent or dissent to the said Resolutions(s) by placing the tick (√) mark at the appropriate box below.

S No.	Resolution	No. of equity shares	I/ We assent to the Resolution (For)	I/ We dissent to the Resolution (Against)
1.	Shifting of the Registered Office from the State of Maharashtra to the Union Territory of Daman & Diu and Alteration of Memorandum of Association.			

Place:

(Signature of the Member)

Date:

Note: Please read the instruction mention in the Notice of Extra Ordinary General Meeting carefully before exercising your vote.



KUNSTSTOFFE INDUSTRIES LIMITED

(Management and Administration) Rules, 2014)

CIN L65910MH1985PLC037998

Registered office: Kiran Bldg., 128, Bhaudaji Road, Matunga, Mumbai – 400 019.

Tel. No. 022-2408 2689/90 Fax No. 022-2404 4853 Website - www.kunststoffeindia.com Email: kunststoffe@vsnl.net

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act,2013 and Rule 19(3) of the Companies)

Name of the Company: **KUNSTSTOFFE INDUSTRIES LIMITED.**

Registered office: Kiran Bldg., 128, Bhaudaji Road, Matunga, Mumbai – 400 019.

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No/Client Id	
DP/ ID	

I/We, being the member(s) of Shares of the above named Company, 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:

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, 17th April, 2017 at 11.30 a.m. at the Registered Office of the Company at Kiran Bldg., 128, Bhaudaji Road, Matunga, Mumbai – 400 019. And at any adjournment thereof in respect of such resolutions as are indicated below:

Optional*

Resolution No.	Resolution: Special Resolution	For	Against	Abstain
1	Shifting of the Registered Office from the State of Maharashtra to the Union Territory of Daman & Diu and Alteration of Memorandum of Association.			

Signed this..... day of2017.

Signature of shareholder (s).....

Signature of Proxy holders (s).....

Affix 1 Rupee Revenue Stamp

Notes:

- (1) 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 meeting.
- (2) For the Resolution, Explanatory Statement and Notes please refer to the Notice of the Extra Ordinary General Meeting.
- * (3) It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.



KUNSTSTOFFE INDUSTRIES LIMITED

CIN : L65910MH1985PLC037998

Registered office: Kiran Bldg., 128, Bhaudaji Road, Matunga, Mumbai - 400 019.
Tel. No. 022-2408 2689/90 Fax No. 022-2404 4853 Website - www.kunststoffeindia.com
Email: kunststoffe@vsnl.net

ATTENDANCE SLIP Extra Ordinary General Meeting - 17th April, 2017

Sr No.:

DP ID - Client ID / Folio No.	:	
Name & Address of sole Member	:	-
Name of Joint Holder(s)	:	
No. of Equity shares held	:	

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at the Kiran Building, 128, Bhaudaji Road, Matunga (E), Mumbai- 400 019 at 11.30 a.m. on 17th April, 2017.

Member/Proxy's Signature

----- Cut Here -----

ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	User ID	(Pan/Seq. No.)

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Extra Ordinary General Meeting. The voting time starts from April 13th, 2017 from 9.00 a.m. and ends on April 16th, 2017 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.