

NOTICE

NOTICE is hereby given that the 09th Annual General Meeting of Kalyani Transmission Technologies Private Limited will be held on Thursday, 30th June 2022 at 10.00 am at S. No. 49, Industry House, Opp. Kalyani Steels Limited, Mundhwa Pune – 411036 transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Appointment of Mr. Sanjeev Gajanan Joglekar as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjeev Gajanan Joglekar (DIN: 00073826 and IDBI Registration No IDDB –DI-202002-012695), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years with effect from August 28, 2021 to August 27, 2023.”

3. Appointment of Mrs. Aparna Prashant Bhawe as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force), Mrs. Aparna Prashant Bhawe (DIN 01206742 and IDDB Registration No. IDDB-DI-202012-034024), who has submitted a declaration that she meets the criteria for independence as prescribed in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years with effect from August 28, 2021 to August 27, 2023."

By order of the Board

For Kalyani Transmission Technologies Private Limited



Pushkar Sharad Pathak
Director

DIN: 07579075

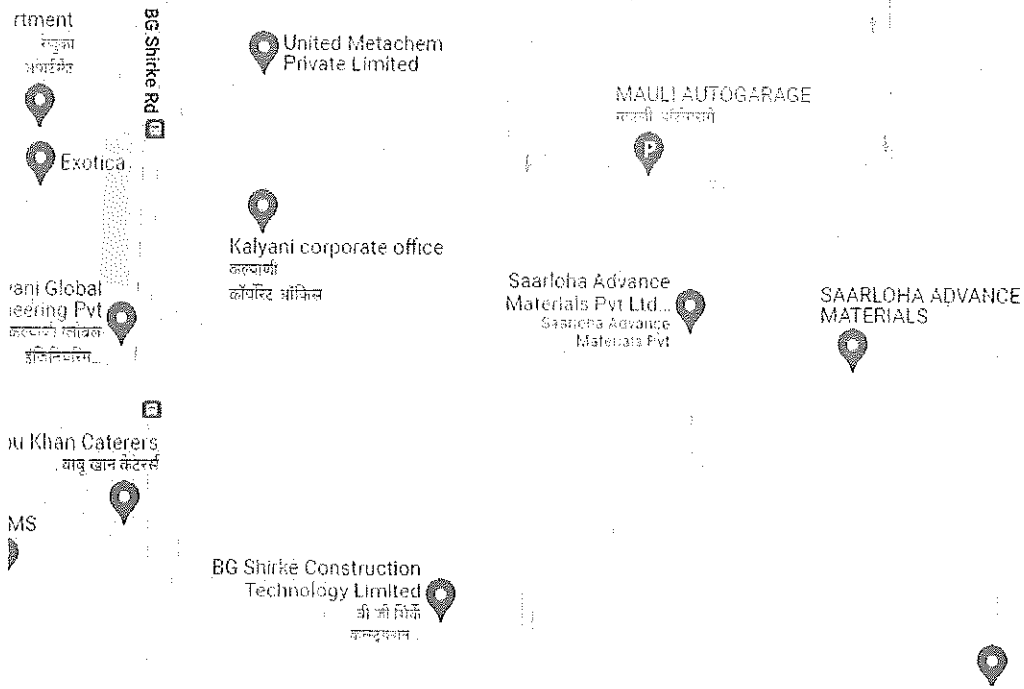
Date: 30/05/2022

Place: Pune.

Notes :

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (b) ONLY REGISTERED MEMBERS CARRYING THE ATTENDANCE SLIP AND THE HOLDERS OF VALID PROXIES REGISTERED WITH THE COMPANY WILL BE PERMITTED TO ATTEND THE MEETING. CORPORATE MEMBERS INTENDING TO SEND THEIR REPRESENTATIVES ARE REQUESTED TO SEND A CERTIFIED TRUE COPY OF THE RESOLUTION AUTHORIZING THE REPRESENTATIVE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER SECTION 113 OF THE ACT.
- (c) STATEMENT EXPLAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE ACT IS NOT REQUIRED TO BE ANNEXED AS PER THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.
- (d) THE REGISTER OF DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) AND THEIR SHAREHOLDING MAINTAINED UNDER SECTION 170 OF THE ACT AND REGISTER OF CONTRACTS MAINTAINED UNDER SECTION 189 OF THE ACT WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE MEETING.

(e) THE DETAILED ADDRESS OF VENUE OF MEETING WITH ROUTE MAP IS ATTACHED HERewith:



ANNEXURE TO THE NOTICE
Explanatory Statement as required by Section 102 of
the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out, the material facts relating to Special Business Item as stated in the accompanying Notice dated June 30, 2022

ITEM NO.2

Pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors at their meeting held on August 28, 2021, had appointed Mr. Sanjeev Gajanan Joglekar as an Additional Director of the Company categorized as an Independent Director to hold office for a term of 3 (Three) consecutive years with effect from August 28, 2021 to August 27, 2023, subject to the approval of the members.

The Company has received a declaration in writing from Mr. Sanjeev Gajanan Joglekar that he meets the criteria of independence as provided in Section 149(6) of the Act and is not debarred from appointment.

In the opinion of the Board, Mr. Sanjeev Gajanan Joglekar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, for his appointment as an Independent Director of the Company. The Board also considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

The Company has received notice in writing from member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sanjeev Gajanan Joglekar as an Independent Director of the Company.

Accordingly, the Board recommends the resolution set out at Item No.2 of the Notice, for the approval of the members of the Company.

Except Mr. Sanjeev Gajanan Joglekar, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.2 of the Notice.

ITEM NO.3

Pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors at their meeting held on August 28, 2021, had appointed Mrs. Aparna Prashant Bhawe as an Additional Director of the Company categorized as an Independent Director to hold office for a term of 3 (Three) consecutive years with effect from August 28, 2021 to August 27, 2023, subject to the approval of the members.

The Company has received a declaration in writing from Mrs. Aparna Prashant Bhave that she meets the criteria of independence as provided in Section 149(6) of the Act and is not debarred from appointment.

In the opinion of the Board, Mrs. Aparna Prashant Bhave fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, for her appointment as an Independent Director of the Company. The Board also considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director on the Board of the Company.

The Company has received notice in writing from member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Aparna Prashant Bhave as an Independent Director of the Company.

Accordingly, the Board recommends the resolution set out at Item No.3 of the Notice, for the approval of the members of the Company.

Except Mrs. Aparna Prashant Bhave, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.2 of the Notice.