



金发科技(印度)有限公司

KINGFA SCIENCE & TECHNOLOGY (INDIA) LIMITED
(formerly Hydro S & S Industries Limited)

CIN : L25209TN1983PLC010438

Registered Office : Dhun Building, III Floor, 827, Anna Salai, Chennai – 600 002

Phone : 044 – 28521736, Fax : 044 – 28520420, E-mail : cs@kingfaindia.com

Website : www.kingfaindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
February 28, 2022	March 29, 2022

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard issued by The Institute of Company Secretaries of India (“SS-2”), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (collectively the “MCA Circulars”) and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members is being sought to transact the special businesses as set out hereunder by way of Postal Ballot through Remote E-Voting only i.e. (voting through electronic means).

Pursuant to Section 102, Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (“Notice”).

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108, Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.kingfaindia.com.

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Tuesday, March 29, 2022. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Ms. Shaswati Vaishnav, Practising Company Secretary (ACS 11392, PCS 8675) M/s.Vaishnav Associates, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit her report to the Chairman of the Company or to any other person authorized by him on or before Thursday, March 31, 2022. The results of the voting conducted by Postal Ballot along with the Scrutinizer’s Report will be made available on the website of the Company at www.kingfaindia.com and on the website of NSDL at www.evoting.nsd.com and intimated to BSE Limited (“BSE”) and the National Stock Exchange of the India Limited (“NSE”) (collectively “Stock Exchanges”), where the equity shares of the Company are listed. The results of the Postal Ballot will be placed on the notice board at the Registered Office of the Company.

The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting i.e. Tuesday, March 29, 2022.

SPECIAL BUSINESS

Item No. 1: Re-appointment of Mr.D.Balaji as Whole-time Director designated as Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and subject to other sanctions / approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. D.Balaji (DIN : 08256342) as Whole-time

Director of the Company designated as Executive Director for a further period of 3 (three) years with effect from 29th October, 2021 with such remuneration as set out in the Explanatory Statement provided that the total remuneration (including all perquisites, benefits) shall not exceed the ceiling limit as provided in Schedule V, Part II, of the Companies Act, 2013 or such amounts as may be specified by any amendment to the Act and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time.

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in any financial year during the tenure of re-appointment of Mr. D.Balaji, it may pay a remuneration to Mr. D.Balaji, which shall not exceed the ceiling as provided in Schedule V, Part II, of the Companies Act 2013 or such amounts as may be specified by any amendment to the Act.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and do all statutory filings, as mandated, as per the provisions of Companies Act, 2013."

Item No. 2: Re-appointment of Ms. Nilima Ramrao Shinde as an Independent Non-Executive Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Nilima Ramrao Shinde (DIN : 07646156), Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from November 01, 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s)) or re-enactment thereof for the time being in force) Ms. Nilima Ramrao Shinde be paid such sitting fees for attending Meetings of the Board and Committees thereof, as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

Item No. 3: Re-appointment of Mr.Bo Jingen as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and subject to other sanctions / approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Bo Jingen (DIN : 06617986) as Managing Director of the Company for a further period of 3 (three) years with effect from February 27, 2022 with such remuneration as set out in the Explanatory Statement provided that the total remuneration (including all perquisites / benefits) shall not exceed the ceiling limit as provided in Schedule V, Part II, of the Companies Act, 2013 or such amounts as may be specified by any amendment to the Act and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time.

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in any financial year during the tenure of re-appointment of Mr. Bo Jingen, it may pay a remuneration to Mr. Bo Jingen, which shall not exceed the ceiling as provided in Schedule V, Part II, of the Companies Act, 2013 or such amounts as may be specified by any amendment to the Act.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and do all statutory filings, as mandated, as per the provisions of Companies Act, 2013.”

By Order of the Board of Directors
for **Kingfa Science & Technology (India) Limited**

Place : Pune
Date : February 10, 2022

NIRNOY SUR
Company Secretary

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons therefor is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).

2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories / Integrated Registry Management Services Private Limited, the Company's Registrar and Transfer Agent ("RTA") as on Friday, February 18, 2022 ("Cut-Off Date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) and will arrange to send the Notice in electronic form to the members who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, February 18, 2022.
3. In compliance with the provisions of Section 108, Section 110 of the Act read with Rules 20 and 22, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 14 of this Notice.
4. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

5. The remote e-voting shall commence on Monday, February 28, 2022 at 9.00 a.m. (IST) and shall end on Tuesday, March 29, 2022 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors has appointed Ms. Shaswati Vaishnav, Practising Company Secretary (ACS 11392, PCS 8675) M/s.Vaishnav Associates, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit her report to the Chairman or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Thursday, March 31, 2022. The Scrutinizer's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kingfaindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

9. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Tuesday, March 29, 2022.

10. Members may download the Notice from the Company's website at www.kingfaindia.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

11. The vote in this Postal Ballot cannot be exercised through proxy.

12. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to cs@kingfaindia.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

13. Process for Registration of e-mail addresses:

A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

To facilitate the Members to receive this Notice electronically and cast their vote electronically, the Company has made arrangements with its Registrar and Transfer Agent (RTA), Integrated Registry Management Services Private Limited for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot Notice may temporarily get their e-mail address registered with the Company's RTA, i.e., Integrated Registry Management Services Private Limited by sending an e-mail to yuvraj@integratedindia.in on or before 5:00 p.m. (IST) on Thursday, March 24, 2022. Post successful registration of the e-mail address, the Members will receive soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable voting for this Postal Ballot. In case of any queries, Member may write to Company's RTA at yuvraj@integratedindia.in.

Also, the Members whose e-mail ids are not registered with the Company or Depository Participant(s) are requested to register their e-mail Ids by sending an e-mail citing subject line as "Kingfa-Postal Ballot-Registration of email Ids" to Registrar and Transfer Agent of the Company (RTA), i.e., Integrated Registry Management Services Private Limited at yuvraj@integratedindia.in or to the Company at cs@kingfaindia.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Notice through remote e-voting facility provided by NSDL.

B. Registration of e-mail address permanently with the Company / DP:

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at yuvraj@integratedindia.in. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DPs / RTA to enable servicing of documents/ communications electronically to their e-mail address in future.

C. Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user id and password for e-Voting for the resolutions set out in this Notice:

In case shares are held in Physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

In case of shares are held in demat mode, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, Client Master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e "Login method for e-Voting for Individual shareholders holding securities in demat mode.

14. Process to cast votes through remote e-voting:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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. NSDL and CDSL.

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119369 then user ID is 119369001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shaswati.vaishnav@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 Aadhar Card) by email to Company's RTA at yuvraj@integratedindia.in or to the Company at cs@kingfaindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company's RTA at yuvraj@integratedindia.in or to the Company at cs@kingfaindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT
TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1: Re-appointment of Mr.D.Balaji as Whole-time Director designated as Executive Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience, the Board had re-appointed Mr.D.Balaji (DIN : 08256342) as Whole-time Director designated as Executive Director for a further period of 3 (three) years with effect from 29th October, 2021 subject to requisite approval of the Members, on such terms & conditions with such remuneration as set out in the Explanatory Statement provided that the total remuneration (including all perquisites, benefits) shall not exceed the ceiling limit as provided in Schedule V, Part II, of the Companies Act, 2013 or such amounts as may be specified by any amendment to the Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time.

Mr.D.Balaji aged about 59 years has over 37 years of experience in the Plastics field, almost all of it related to compounding/modified Plastics. He started his career with a leading injection moulding unit at Chennai and switched to SRF Ltd (then called Shriram Fibers Ltd). He spent his next 27 years at SRF gaining immense experience in various aspects of compounding industry starting from manufacturing and rotating through technical services, product development, sales & marketing, product management, export, PPC and Total Quality Management working in their zonal office, plant at Chennai and their headquarters at Gurgaon.

Mr.Balaji joined Hydro S&S Industries Ltd (the predecessor of Kingfa Science & Technology (India) Ltd) as their head of Sales and Marketing in Jan 2012 and was responsible for making Kingfa India the no. one player in the modified plastics field.

Mr.Balaji is basically a Graduate in Chemistry and a Post Graduate in Plastics Processing Technology from CIPET, Chennai. He acquired an MBA in Marketing and also a PG Diploma in Production Management from the University of Madras apart from a Diploma from Plastics & Rubber Institute (London).

Mr.Balaji is well known in the plastics industry being an active member of Indian Plastics Institute (IPI) and is also a Committee Member and Joint Secretary of the Chennai Chapter of IPI.

Mr.Balaji is Member of the Corporate Social Responsibility Committee and Risk Management Committee of the Board of Directors of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr.D.Balaji. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Balaji under Section 190 of the Act.

Details of Mr. Balaji are provided in the Annexure 1 to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard ("SS-2") issued by the Institute of Company Secretaries of India.

Except Mr. D. Balaji, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of the Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard (SS-2) of Institute of Company Secretaries of India.

The Special resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice by the Members.

Item No. 2: Re-appointment of Ms. Nilima Ramrao Shinde as an Independent Non-Executive Director.

Ms. Nilima Ramrao Shinde (DIN : 07646156) is an Independent Non-Executive Director of the Company and also Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Chairperson of Risk Management Committee of the Board of Directors of the Company. She joined the Board of Directors of the Company on November 01, 2016.

Ms. Nilima Ramrao Shinde was appointed as an Independent Non-Executive Director of the Company by the Members at the 33rd Annual General Meeting of the Company held on September 25, 2017 for a period of five consecutive years commencing from November 01, 2016.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Ms. Nilima Ramrao Shinde was re-appointed by the Board based on the recommendation of Nomination and Remuneration Committee. In terms of the provisions of Sections 149, 150, 152, 178 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time, Ms. Nilima Ramrao Shinde, being eligible for re-appointment as an Independent Non-Executive Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Non-Executive Director for second term of five consecutive years from November 01, 2021.

Adv Ms. Nilima Ramrao Shinde, joined the legal firm, Karnik & Karnik, as a junior associate in the year 1986, as a practicing advocate. Thereafter in the year 1994, she joined Krupp Industries as an inhouse lawyer. From the year 1996 to 1998 she was associated with Bharat Forge Limited as Manager Legal. In the year 1999, Ms. Shinde joined Thermax Limited and after a successful career as Group Legal Head, has recently superannuated from Thermax Limited.

Following are the brief achievements of Ms. Shinde during her tenure as an internal legal counsel.

She has successfully concluded negotiations and secured repeat high value contracts from international as well as domestic customers.

Secured appointment of Thermax as dedicated Vendor from large domestic & international corporations.

Has settled domestic as well as international disputes successfully with effective negotiations, prior to their escalation into litigation.

Won arbitration awards against PSU's such as ONGC, IOCL and Gail as well as recovered moneys.

Received reliefs from the various High Courts and the Hon'ble Supreme Court in favor of Thermax Limited.

Has successfully undertaken formation of joint ventures, technology licensing, mergers, demergers and acquisitions both domestic and international.

Further details of Ms. Nilima Ramrao Shinde have been provided in Annexure 1.

The Company has received a declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Independent Director of the Company, if so appointed by the members. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Nilima Ramrao Shinde.

In the opinion of the Board, Ms. Nilima Ramrao Shinde fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the Management. Copy of the draft letter for re-appointment of Ms. Nilima Ramrao Shinde as an Independent Non-Executive Director setting out terms and conditions would be available electronically for inspection by the Members. Members seeking to inspect the same can send an email to: cs@kingfaindia.com.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Nilima Ramrao Shinde as an Independent Non-Executive Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Ms. Nilima Ramrao Shinde as an Independent Non-Executive Director for another term of five consecutive years with effect from November 01, 2021, for the approval by the shareholders of the Company.

Except Ms. Nilima Ramrao Shinde, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of the accompanying Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard (SS-2) of Institute of Company Secretaries of India.

Item No. 3 : Re-appointment of Mr.Bo Jingen as Managing Director

The Board of Directors of the Company, on the basis of the recommendation of Nomination and Remuneration Committee has, subject to approval of Members, re-appointed Mr.Bo Jingen (DIN : 06617986) as a Managing Director, for a further period of 3 (three) years with effect from February 27, 2022, on such terms & conditions with such remuneration as set out in the Explanatory Statement provided that the total remuneration (including all perquisites, benefits) shall not exceed the ceiling limit as provided in Schedule V, Part II, of the Companies Act, 2013 or such amounts as may be specified by any amendment to the Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time.

Mr.Bo Jingen holds Master's degree in Polymer Science and have experience in Business Strategy, Planning, Marketing and Sales.

Mr.Bo Jingen is Member of the Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Board of Directors of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Bo Jingen. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr.Bo Jingen under Section 190 of the Act.

Details of Mr.Bo Jingen are provided in the Annexure 1 to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard ("SS-2") issued by the Institute of Company Secretaries of India.

None of the Directors and / or Key Managerial Personnel of the Company and their respective relatives other than Mr.Bo Jingen is in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Special Resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice by the Members.

By Order of the Board of Directors
for **Kingfa Science & Technology (India) Limited**

Place : Pune
Date : February 10, 2022

NIRNOY SUR
Company Secretary

ANNEXURE 1

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2]

Name of the Director	Mr. D. Balaji	Ms. Nilima Ramrao Shinde	Mr. Bo Jingen
DIN	08256342	07646156	06617986
Date of Birth and Age	30/05/1962 59 years	29/07/1960 62 years	07/03/1982 40 years
Date of first appointment on the Board	29 th October, 2018	November 01, 2016	3 rd July, 2013
Qualifications	A Graduate in Chemistry and a Post Graduate in Plastics Processing Technology from CIPET, Chennai. He acquired an MBA in Marketing and also a PG Diploma in Production Management from the University of Madras apart from a Diploma from Plastics & Rubber Institute (London).	BA Psychology, LLB, Diplomas in Consumer Protection Laws and International Business	Master's degree in Polymer Science
Experience and Expertise	Experience - More than 37 years. Expertise - Marketing, Operations and TQM.	Experience - More than 35 years. Expertise - Legal	Experience - More than 15 years. Expertise - Business Strategy, Planning, Marketing and Sales.
Number of Meetings of the Board attended during the year (April 01, 2021 to till date)	4 out of 4	4 out of 4	4 out of 4

List of Directorship / Membership / Chairmanship of Committees of other Board	--	--	--
Shareholding in the Company	255 Equity Shares	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	--	--	--
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Total Remuneration not to exceed ₹ 90 Lakhs per annum. Remuneration for the Financial year 2020 - 21: Salary, Perquisites and Performance Incentive - ₹ 71.22 Lakhs.	As per Nomination and Remuneration Policy of the Company for Independent Directors.	Total Remuneration not to exceed ₹ 100 Lakhs per annum. Remuneration for the Financial year 2020 - 21: Salary, Perquisites and Performance Incentive - ₹ 82.04 Lakhs.
Justification for choosing the appointees for appointment as Independent Director	NA	Vast experience in the Legal field.	NA

By Order of the Board of Directors
for **Kingfa Science & Technology (India) Limited**

Place : Pune
Date : February 10, 2022

NIRNOY SUR
Company Secretary