

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014) and the MCA Circulars (as defined below)

To

The Members of Kusam Electrical Industries Limited,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020 and General Circular No.33/2020 dated September 28, 2020, issued by Ministry of Corporate Affairs, Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard issued by The Institute of Company Secretaries of India on General Meetings (**SS-2**), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and other applicable laws and regulations, if any, that it is proposed to seek the consent of the Shareholders of Kusam Electricals Industries Limited (the “**Company**”) for their consideration and approval of the Resolution appended below through Postal Ballot, by way of Remote Electronic Voting (“**e-Voting**”). The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to the Shareholders through Electronic copy of the Postal Ballot Notice.

In view of current extraordinary circumstances due the pandemic situation of COVID-19 and pursuant to the guidelines and notifications issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the “**MCA**”) vide their General Circular No.14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, (the “**MCA Circulars**”) as mentioned above and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of Resolution as per this Postal Ballot Notice. In terms of said Section of the Companies Act, 2013 and the Rules, a Company may and in case of Resolution relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any Resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in General Meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Companies are advised to take all decisions requiring Shareholders approval (other than items of ordinary

business or business where any person has a right to be heard) through the mechanism of e-Voting in accordance with the provisions of the Companies Act, 2013, and Rules made thereunder, without holding a General Meeting that requires physical presence of Shareholders at a common venue. The MCA has notified vide their General Circular No. 33/2020 dated September 28, 2020 given a liberty to the Company to pass the Resolutions through Postal Ballot by means of e-Voting only and there is no need to provide the Physical Ballot Form for any event falling upto June 30, 2021, or till further orders, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Shareholders will only take place through the e-Voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Dr. S. K Jain, Practicing Company Secretary (Membership No.: FCS 1473), Proprietor of S. K. Jain & Co., to act as the Scrutinizer for conducting the e-Voting process, in a fair and transparent manner.

The business of the Postal Ballot shall be transacted through Electronic Voting system. Accordingly, the Company, in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Shareholders (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the Notice of the Postal Ballot by electronic means and are requested to follow the procedure as stated in the Notes which form the part of Notice. The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**"), as an agency, to facilitate e-Voting for the Postal Ballot. Shareholders are requested to vote only by means of Remote e-Voting.

The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his Report to the Chairman or in his absence to a person authorized by him in writing, after completion of scrutiny of votes cast by e-Voting. In the event that National Lockdown on account of COVID-19 situation is eased of and the Company's offices are open for business, the Company will display the Results of Postal Ballot at its Registered Office of the Company on or before 29th March, 2021 and will also be published in the Newspapers and will be intimated to the Stock Exchanges, where the Equity Shares of the Company are listed. The Result of the Postal Ballot will also be displayed on the website of the Company. The Resolution, if passed by requisite majority, shall be deemed to have been passed effectively on the last date specified by the Company for receipt of e-Voting i.e. 29th March, 2021.

SPECIAL BUSINESS:

Item No.1:To re-appoint Mrs. Sushma Ranka (DIN: 07038286) as an Independent Director and in this regard, pass the following Resolution as Special Resolution.

To, consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“hereinafter referred to as **the Act**”) read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015(“Listing Regulation(s)“(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Sushma Ranka (DIN: 07038286) who, on the recommendation of Nomination and Remuneration Committee, has been appointed as an an Additional Director and designated as an Independent Director of the Company by the Board of Directors at their Meeting held on 30th January, 2021 who holds her office upto the date of ensuing Annual General Meeting (AGM) and pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the prescribed manner, be and is hereby appointed as a Additional Director designated as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 30th January, 2021”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board
For Kusam Electrical Industries Limited.**

**Sd/-
Amruta Lokhande
Company Secretary
M. No.: A38254**

Date: 30th January, 2021
Place: Mumbai

Notes:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, setting out all material facts pertaining to the above Resolution contained in the Postal Ballot Notice is annexed hereto. A copy of the Postal Ballot Notice is also available on the Company's website www.kusamelectrical.com and also on the website of the Stock Exchange on which the Equity Shares of the Company are listed.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the Resolution as set out in the Postal Ballot Notice is being determined by means of e-Voting system only as provided by the Company.
3. The Postal Ballot Notice is being sent by e-mail to all the shareholders, whose name appears on the Register of Members/List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 19th February, 2021 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depositories Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Satellite Corporate Services Private Limited. Each Shareholder's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.

Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and Pre-paid Business Reply Envelope to the Shareholders for this Postal Ballot. To facilitate such shareholders to receive this Notice electronically and cast their vote electronically and in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated 13th April, 2020 the shareholders who have not registered their email addresses with the company can get the same registered with the Company by sending their email addresses with their Full Name and Folio no. at kusammeco.acct@gmail.com.

Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot. In case of any queries, shareholder may write to kusammeco.acct@gmail.com.

4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Satellite Corporate Services Private Limited (RTA) to enable servicing of Notices / Documents / Annual Reports electronically to their email address.

5. The Portal for e-Voting will remain open for the shareholders for exercising their voting from 25th February, 2021 till 27th March, 2021 (both days inclusive). Please note that e-Voting module will be disabled for voting by CDSL after the said date and time. During this period, the Shareholders of the Company holding shares either in physical form or dematerialized form as on 19th February, 2021 (cut-off date) may cast their vote electronically. Once vote on the Resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again. Resolution passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the Shareholders. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified by the Company for e-Voting i.e. 29th March 2021.
6. The Board of Directors of the Company has appointed Dr. S. K Jain, Practicing Company Secretary (Membership No.: FCS 1473), Proprietor of S. K. Jain & Co., as the Scrutinizer for scrutinizing the e-Voting process and conducting Postal Ballot process, in a fair and transparent manner.
7. The Scrutinizer shall prepare the Scrutinizer's Report on the total votes cast in favor or against or abstained, if any. The Scrutinizer will submit his report to Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through e-Voting. The results of the Postal Ballot will be announced on or before 29th March 2021. The result of the Postal Ballot will be posted on the Company's website and shall also be communicated to the Stock Exchange where the Company's shares is listed. In the event that National Lockdown on account of COVID-19 situation is eased of and the Company's offices are open for business, the Company will also display the results of Postal Ballot as its Registered Office.
8. In compliance with provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is pleased to provide the facility to the Shareholders to exercise their votes electronically and vote on the Resolution through the e-Voting facility. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-Voting facility to its Shareholders. In terms of the General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by e-Voting. As the e-Voting does not require a person to attend to a meeting physically, the Shareholders are strongly advised to use the e-Voting procedure by themselves and not through any other person/ proxies.
9. Any queries/grievances pertaining to the e-Voting process can be addressed to CDSL by sending an e-mail at helpdesk.evoting@cdslindia.com

10. The Notice is also placed on the website of the Company
i.e. www.kusamelectrical.com

11. Voting through Electronic Means (e-Voting)

In compliance with the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide e-Voting facility to all its Members, to enable them to cast their votes electronically, for the Resolution proposed to be passed through Postal Ballot, instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-Voting facility to all its Members.

**By order of the Board
For Kusam Electrical Industries Limited.**

**Sd/-
Amruta Lokhande
Company Secretary
M. No.: A38254**

Date: 30th January, 2021
Place: Mumbai

THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 25th February, 2021 and ends 27th March, 2021 Form or in Dematerialized Form, as on the cut-off date of 19th February, 2021 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- (ii) The Members should log on to the e-Voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is communicated to the shareholder. 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.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy)

Bank Details	Format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 on Resolution 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.
- (x) Click on the EVSN for the Kusam Electrical Industries Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members 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. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Members and Custodians:

- Non-Individual Members (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 linked in the login 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.

(xix) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Votingmanual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No.1:

Mrs. Sushma Ranka (DIN: 07038286) was appointed as an Additional (Independent) Director of the Company with effect from 30th January, 2021, by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, holds her office only up to the date of ensuing Annual General Meeting (AGM).

A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mrs. Sushma Ranka appointment for the office of Independent Director of the Company.

Additional information in respect of Mrs. Sushma Ranka in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards on General Meetings (SS-2), is annexed to this Notice.

Mrs. Sushma Ranka is not related to any Director of the Company.

In the opinion of the Board, Mrs. Sushma Ranka 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 appointment as an Independent Director of the Company and is independent of the management.

After taking into consideration the recommendation of the Nomination and Remuneration and Compensation Committee, the Board is of the opinion that Mrs. Sushma Ranka vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.1 of this Notice relating to the appointment of Mrs. Sushma Ranka as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 30th January, 2021, for your approval.

Mrs. Sushma Ranka has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

The Company has also received:-

- (i) The consent in writing to act as Director and
- (ii) Intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) A declaration to the effect that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

A copy of the draft letter for the appointment of Mrs. Sushma Ranka as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.kusamelectrical.com.

Mrs. Sushma Ranka is deemed to be interested in the resolution as set out in Item No. 1 of the Notice. Her relatives may also be deemed to be interested in the said respective resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

**By order of the Board
For Kusam Electrical Industries Limited.**

**Sd/-
Amruta Lokhande
Company Secretary
M. No.: A38254**

Date: 30th January, 2021
Place: Mumbai