



**Date:- 09.04.2025**

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East),  
Mumbai - 400 051

**Symbol: - KRISHNADEF**  
**ISIN: - INE0J5601015**

**Subject: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Respected Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith the Postal Ballot Notice dated April 08, 2025 along with the explanatory statement pursuant to applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 seeking approval of the Members of the Company by way of remote electronic voting ("e-voting") in respect of the special businesses as set out in the Notice.

In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of Listing Regulations, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Depository(s)/ Registrar and Share Transfer Agent ("RTA") or respective Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Friday, 04<sup>th</sup> April, 2025.

In accordance with the MCA Circulars, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope has not been sent to the members and the communication of the assent or dissent of the members will only take place through e-voting.

The Company has engaged the services of Bigshare Services Private Limited ("Bigshare"), for providing e-voting facility to its members. The e-voting period commences on Thursday, 10<sup>th</sup> April, 2025 at 9:00 A.M. (IST) and ends on Friday, 09<sup>th</sup> May 2025 at 5:00 P.M. (IST) after which the e-voting will be blocked by Bigshare. During this period, members of the Company holding shares as on the cut-off date i.e. Friday, 04<sup>th</sup> April, 2025, may cast their votes.

The Notice of Postal Ballot is also available on the website of the Company <https://krishnaallied.com/>

Kindly take the above information on the record.

Thanking You,

Yours faithfully,  
For Krishna Defence and Allied Industries Limited,

**Ankur Ashwin Shah**  
**Managing Director**  
**DIN:- 01166537**





## KRISHNA DEFENCE AND ALLIED INDUSTRIES LIMITED

Registered Office: 344, FLOOR-3, PLOT-267, A TO Z Industrial Estate, Ganapatrao Kadam Marg, Lower Parel, Deli, SLE Road, Mumbai, Maharashtra, India, 400013

Tel: 02242203800 Email: [cs@krishnaallied.com](mailto:cs@krishnaallied.com) Website: <https://krishnaallied.com/>

Corporate Identification Number (CIN): L74900MH2013PLC248021

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

**NOTICE** is hereby given to the Members of **KRISHNA DEFENCE AND ALLIED INDUSTRIES LIMITED** ("the Company") pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on General Meeting (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), as amended from time to time, for holding general meetings/conducting postal ballot process through e-voting vide through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and 3/2022 dated 5th May, 2022 and 11/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 and General Circular No. 9/2024 dated 19/09/2024 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and any other applicable laws and regulations, that the Resolution appended below for seeking approval, is proposed to be passed as a Special Resolution by the Members of **KRISHNA DEFENCE AND ALLIED INDUSTRIES LIMITED** ("Company") through Postal Ballot only by voting through electronic means ("remote e voting"). Communication of assent or dissent of the Members would take place only through the remote e voting system.

The remote e-voting period commences from 09.00 a.m. (IST) on Thursday, 10<sup>th</sup> April, 2025 and ends at 5.00 p.m. (IST) on Friday, 9<sup>th</sup> May, 2025.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. by Friday 9<sup>th</sup> May, 2025.

The Board of Directors of the Company have appointed CS Ruchita Patel of DRP & Associates, (Certificate of Practise No.: 15669), Practicing Company Secretary, having her





office at : 318, Samanvay Silver, Munjmahuda Circle, Akota, Vadodara – 390020, India as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer shall submit a report of voting through ballot voting of the total votes cast in favour or against to the Chairman or person authorized by the Chairman. The results of voting by Postal Ballot through e-voting will be disseminated on the website of Company <https://krishnaallied.com/> besides being communicated to Stock Exchange viz. National Stock Exchange of India Ltd. (NSE).

## SPECIAL BUSINESS

### **Draft Special Resolutions to be passed through postal ballot:**

#### **1. MIGRATION OF THE EQUITY SHARES OF THE COMPANY FROM NSE EMERGE PLATFORM TO THE MAIN BOARD OF BSE AND NSE.**

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

**“RESOLVED THAT** pursuant to provisions laid down in Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable provisions, if any of the Companies Act, 2013 (**“the Act”**) and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, consent of the Members of the company be and is hereby accorded to migrate the Company, currently listed on NSE Emerge (SME Platform of NSE) to Main Board of NSE and BSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to this Resolution.

**“RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary & Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to NSE, BSE Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge (SME Platform of NSE) to the Main Board of BSE and NSE.

**RESOLVED FURTHER THAT**, the Managing Director or Whole Time Director or Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by BSE and NSE and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”





## 2. APPOINTMENT OF RAdm ANIL KUMAR DUTTA (Retd. IN) (DIN: 10993940) AS A DIRECTOR AND AS AN INDEPENDENT DIRECTOR

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof for the time being in force, RAdm Anil Kumar Dutta (Retd, IN) (DIN: 10993940) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> March, 2025 in terms of Section 161 of the Act and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 25 (2A) of the Listing Regulations, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Anil Kumar Dutta (DIN: 10993940), as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from 25<sup>th</sup> March, 2025, be and is hereby approved.”

**By order of the Board of Directors**  
**Krishna Defence and Allied Industries**  
**Limited**

**Sd/-**

**Mr. Ankur Ashwin Shah**  
**Managing Director**

**Registered Office:**  
344, FLOOR-3, PLOT-267, A TO Z  
Industrial Estate, Ganapatrao  
Kadam Marg, Lower Parel, Deli, SLE  
Road, Mumbai, Maharashtra, India,  
400013

**Place:** Mumbai  
**Date:** 08<sup>th</sup> April, 2025





**Notes:**

**Noting of Contents of explanatory statement to notice pursuant to NSE Letter:**

1. In terms of SEBI (SBEB) Regulations, 2021 and NSE Letter NSE/LIST/44049 dated October 01, 2024, read with the undertakings submitted by the Company and in line with the In Principle Approval granted by NSE, the Company hereby affirms and confirms that:

*(Noting of Contents of the explanatory statement to the notice and resolution for shareholders meeting" of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021)*

(i) *'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';*

(ii) *The Exercise period mentioned in the Scheme as 180 days from date of vesting is hereby confirmed to be true and correct.*

2. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolution is annexed to this Postal Ballot Notice.
3. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment as a Director are furnished as an Annexure to this Postal Ballot Notice.
4. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:
  - This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on 4<sup>th</sup> April, 2025 ('cut-off date') and whose e-mail addresses are registered with the Depositories / Company. The manner of voting on the proposed Special Resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes will not be sent to the Members for this Postal Ballot.





- The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Bigshare Service Private Limited ("Bigshare"), the Registrar and Share Transfer Agent. The instructions for remote e-voting are provided in this Postal Ballot Notice.
  - The Postal Ballot Notice can also be accessed from the website of the Company at <https://krishnaallied.com/> and the website of the Stock Exchange, i.e. National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and the website of Bigshare at <https://www.bigshareonline.com/>
5. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.
  6. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Special Resolution. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at [ruchita.patel@drpassociates.in](mailto:ruchita.patel@drpassociates.in)





## **Information and Other Instructions Relating to Remote E-Voting:**

### **E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

- i. The voting period begins on 09.00 a.m. (IST) on Thursday, 10<sup>th</sup> April, 2025 and ends at 5.00 p.m. (IST) on Friday, 9<sup>th</sup> May, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 4<sup>th</sup> April, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.





1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS</li> </ol>





	<p>“Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or





call at toll free no.: 1800 1020 990 and  
1800 22 44 30

## 2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*





## Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

## 3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*





## Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

## Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

## Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

## Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.





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

### **Item No. 1 – Migration of equity shares of the Company from NSE EMERGE (SME platform of NSE) to the Main Board of NSE and BSE.**

Your Company is listed on the NSE Emerge Platform since April 06, 2022, and has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 14,05,90,260 comprising of 1,40,59,026 equity shares of face value of Rs. 10/- each. Thus, the Company is eligible to migrate to the Main Board of BSE and NSE, subject to fulfillment of other criteria as stipulated by BSE & NSE.

The Board of Directors are of the view that Migration to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on 8<sup>th</sup> April, 2025 has decided to migrate from NSE Emerge (SME platform of NSE) to the main board of NSE and BSE.

If at any time, it is observed by the Board that fulfillment of Migration Criteria of any Stock exchange by the company is not possible in a certain time period, then, the Board shall apply for the migration process from BSE SME to the Main board of any one stock exchange whose migration criteria is being fulfilled by the Company at that time.

Pursuant to provisions of Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of BSE and NSE and hence, Board recommends the passing of said resolution and seeks your approval.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as a Special Resolution by the Members through Postal Ballot.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

### **Item No. 2 – Appointment of Mr. Anil Kumar Dutta as an Independent Director**

Based on the recommendation of the Compensation and Nomination & Remuneration Committee, the Board of Directors at its meeting held on 25<sup>th</sup> March, 2025, appointed Mr. Anil Kumar Dutta as an Additional Director of the Company with effect from 25<sup>th</sup> March, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act') and Article 116 of the Articles of Association of the Company. At the same meeting, the Board of Directors also appointed Mr. Anil Kumar Dutta as an Independent Director of the





Company not liable to retire by rotation, for a period of five consecutive years from 25<sup>th</sup> March, 2025, subject to approval by the Members of the Company. Mr. Anil Kumar Dutta has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations.

Mr. Anil Kumar Dutta (Retd, IN) is a retired Indian Naval Officer with 35 years of distinguished military service. He is an engineer from National Institute of Technology, Kurukshetra and a post in Naval Architecture from Indian Institute of Technology, Delhi and has also undergone the prestigious Naval Higher Commander Course at College of Naval Warfare, Mumbai. During his tenure in the military, Mr. Anil Kumar Dutta (Retd, IN) held the office of Additional Director General Navy Design (Submarine Design Group) and Additional Director General of Quality Assurance (Warship Production).

Mr. Anil Kumar Dutta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Anil Kumar Dutta has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority.

Mr. Anil Kumar Dutta is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Anil Kumar Dutta has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Anil Kumar Dutta fulfills the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration Mr. Dutta's knowledge, background and expertise in the energy sector, public administration, management, strategy, etc. Mr. Anil Kumar Dutta also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Mr. Anil Kumar Dutta meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Anil Kumar Dutta is independent of the management. Mr. Anil Kumar Dutta has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Dutta.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Further, as per Regulation 25 (2A) approval of the Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Mr. Anil Kumar Dutta as a Director and





also as an Independent Director of the Company by way of a Special Resolution. A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at the link <https://krishnaallied.com/>.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution. Except Mr. Anil Kumar Dutta and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.



**Annexure**

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below:

Sr.no	Particulars	
1.	Name	RAdm Anil Kumar Dutta (Retd, IN)
2.	Category / Designation	Non-Executive, Independent Director
3.	Director Identification Number (DIN)	10993940
4.	Age	65
5.	Date of Birth	05/10/1959
6.	Qualifications	B. Tech. from National Institute of Technology, Kurukshetra and M. Tech. from IIT, Delhi
7.	Name of listed entities from which the person has resigned in the past three years*	Nil
8.	Directorship in other Companies*	Nil
9.	Chairmanship / Membership of Committees in other Companies*	Nil
10.	Number of Equity Shares held in the Company*	Nil
11.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil
12.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil
13.	Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 25 <sup>th</sup> March, 2025
14.	Remuneration last drawn (in FY 2024-25), if applicable	Nil
15.	Remuneration proposed to be paid	Sitting Fees





# KRISHNA DEFENCE AND ALLIED INDUSTRIES LIMITED

FORMERLY KNOWN AS KRISHNA ALLIED INDUSTRIES LIMITED

DEFENCE | DAIRY EQUIPMENT

16.	Number of Meetings of the Board attended during the year 2024-25	1
17.	Justification for choosing the appointee for appointment as Independent Director	His in depth knowledge of the Defence Sector and years of service will be guiding force for the Board of the Company.
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming a part of this Postal Ballot Notice.
19.	Brief Resume	
20.	Nature of expertise in specific functional areas	
21.	Affirmation pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018	Company has received affirmation pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 that, Director being appointed is not debarred from holding the office of director by virtue of any SEBI Order or any other authority.

**REGISTERED OFFICE:** OFFICE NO. 344, A TO Z INDUSTRIAL ESTATE, LOWER PAREL (W), MUMBAI - 400013, MAHARASHTRA, INDIA.

TEL NO. +91 22 4220 3800-99(100 LINES) | FAX NO. +91 22 4220 3888

**REGIONAL OFFICE:** OFFICE NO. A-236, ATLANTIS K10, GENDA CIRCLE, VADODARA-390 023, GUJARAT, INDIA. | TEL NO. +91 265 355528

**PLANT I:** 121/9 & 20, GIDC, KALOL - 389330, DISTRICT PANCHMAHALS, GUJARAT, INDIA. | TEL. NO. +91 2676 235452, 237145

**PLANT II:** 503A, GIDC, HALOL - 389350, DISTRICT PANCHMAHALS, GUJARAT, INDIA. | TEL. NO. +91 2676 225295

info@krishnaallied.com | www.krishnaallied.com | CIN NO. L74900MH2013PLC248021 | GST NO. 24AAFCK3430J1ZQ

