



## STOVE KRAFT LIMITED

CIN: L29301KA1999PLC025387

Registered Office: 81/1 Medamaranahalli Village, Harohalli Industrial Area, Ramanagara District, Bangalore-562112  
Tel. 080-28016222; Email: cs@stovekraft.com; website: www.stovekraft.com

### Postal Ballot Notice

(Only Through E-Voting)

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the special business set out below is proposed to be passed as an ordinary resolution by the Members of Stove Kraft Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and all other relevant circulars (collectively called as the 'MCA Circulars').

In compliance with the above provisions the Postal Ballot Notice ("Notice") is being issued and is being sent through email to all the Members who have registered their email addresses with the Company or with depository / depository participants / Registrar and Share Transfer Agent (RTA) and the physical Notice along with postal ballot forms and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot. The communication of assent / dissent of the Members will take place only through the remote e-voting system.

The proposed resolution and explanatory statement pertaining to the said resolution setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below for seeking the consent of the Members of the Company through e-voting on Postal Ballot.

The Company has engaged the services of KFin Technologies Limited ("KFin") for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on 18<sup>th</sup> April 2023, failing which it will be strictly considered that no reply has been received from the Member.

The Company has appointed Mr. Pramod S.M. (Membership No. FCS 7834 and C.P. No. 13784) and failing him Mr. Biswajit Ghosh (Membership No. FCS 8750 and C.P. No. 8239,) partners of BMP and Co.



LLP, Company Secretaries, as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. The result of the Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting and will be displayed at the Company's website <https://www.stovekraft.com/investors> besides communicating to the stock exchanges. The Company will also display the results of the Postal Ballot at its Registered Office.

The last date for receipt of votes through e-voting i.e., 18<sup>th</sup> April 2023 shall be deemed to be the date of passing of the resolution, if passed by requisite majority in accordance with SS-2 on General Meetings-2. The Resolution proposed to be passed through Postal Ballot through e-voting together with the Statement pursuant to Section 102 of the Companies Act, 2013, is as follows:

**SPECIAL BUSINESS:**

**APPOINTMENT OF MRS. SUNITA RAJENDRA GANDHI AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mrs. Sunita Rajendra Gandhi (holding DIN 01676100) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 2<sup>nd</sup> February 2023 and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors at its meeting held on 2<sup>nd</sup> February 2023 for approval of members of the Company under Section 161 of the Companies Act, 2013, who holds office up to the date of three months from the date of her appointment as additional director, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of the Director, be and is hereby appointed as a Director (Non-Executive & Non Independent) of the Company liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Director(s) and Company Secretary of the Company (including any Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this Resolution."

By order of the Board  
For Stove Kraft Limited

Sd/-  
Shrinivas P Harapanahalli  
Company Secretary & Compliance Officer  
Membership No. A26590

Date: 2<sup>nd</sup> February 2023  
Place: Harohalli, Bengaluru

**Important Notes:**

1. Statement pursuant to Section 102 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is given below.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on



10<sup>th</sup> March 2023 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. This Postal Ballot Notice is also available on the Company's website at <https://www.stovekraft.com>, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited ("KFin") at <https://evoting.kfintech.com>.

4. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>. 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 [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com) or contact KFin at Toll Free No. 1800 309 4001.

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, SS-2, and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFin as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

8. The e-voting period commences at 9:00 a.m. (IST) on 20<sup>th</sup> March 2023 and ends at 5:00 p.m. (IST) on 18<sup>th</sup> April 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., 18<sup>th</sup> April 2023, as if they have been passed at a General Meeting of the members.

10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [cs@stovekraft.com](mailto:cs@stovekraft.com).

**General information and instructions relating to e-voting.**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-

Voting services provided by KFin, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also for the ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
20 <sup>th</sup> day of March 2023 (9.00 a.m. IST)	18 <sup>th</sup> day of April 2023 (5.00 p.m. IST)

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-Voting are explained herein below:
  - Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2: Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

- 1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.com">https://eservices.nsd.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 the Company’s name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for</p>
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	<p>IDEAS “Portal or click <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 the Company’s name or e-voting service provider’s name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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. After successful login, the Easi/ Easiest user will be able to see the e voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e- voting period. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers’ website directly. 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> Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from the e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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 e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on eVoting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p>

	III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.
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Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance: Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Email : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact No. : 022- 23058738 / 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Email : <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free no. : 1800 1020 990 / 1800 22 44 30

**Details on Step 2 are mentioned below:**

**Instructions for institutional members holding shares in demat mode and members holding shares in physical form:**

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (AZ), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Stove Kraft Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.



- Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/ are authorised to vote, to the Scrutinizer through e-mail at [pramod@bmpandco.com](mailto:pramod@bmpandco.com) and [biswajit@bmpandco.com](mailto:biswajit@bmpandco.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for evoting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below:

Mr. Shyam Kumar, Senior Manager - Corporate Registry  
KFin Technologies Limited  
(Formerly KFin Technologies Private Limited)  
Unit: Stove Kraft Limited  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032,  
Contact No.: 040-6716 2222 / Toll Free No.: 1-800-3094-001  
E-mail: [Einward.ris@kfintech.com](mailto:Einward.ris@kfintech.com)

### **STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013**

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, at its meeting held on 2<sup>nd</sup> February 2023 has appointed, Mrs. Sunita Rajendra Gandhi as an Additional Director in the category Non-Executive Non Independent. The Company has received a Notice in writing from a member under Section 160 of the Act proposing candidature of Mrs. Sunita Rajendra Gandhi for appointment as a Director by the members of the Company.

Pursuant to provisions of Regulation 17(1C) of Listing Regulations the approval of shareholders for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly the Company through this Postal Ballot Notice is obtaining the approval of shareholders for appointment of Mrs. Sunita Rajendra Gandhi as a non-executive and non-independent director of the Company, liable to retire by rotation.

Mrs. Sunita Rajendra Gandhi is spouse of Mr. Rajendra Gandhi, Managing Director and mother of Ms Neha Gandhi, Executive Director of the Company.

Mrs. Sunita Rajendra Gandhi is not holding directorship in any other Indian Company. The Board has recommended the resolution as set out in the Notice for approval of the members.



Mrs. Sunita Rajendra Gandhi, additional director; Mr. Rajendra Gandhi, Managing Director and Ms. Neha Gandhi, Executive Director (all being promoters) and their relatives may be deemed to be concerned or interested, financial or otherwise, in the proposed resolution. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the ordinary resolution set forth in this notice for the approval of Members.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, details of Director seeking appointment are as under:

Name of the Director	Mrs. Sunita Rajendra Gandhi
DIN	01676100
Age	52 years
Date of appointment on the Board	2 <sup>nd</sup> February 2023
Qualifications	SSLC
Brief Resume / Experience / Expertise in Specific Functional Area	Mrs. Sunita Rajendra Gandhi completed her senior secondary certificate examination from SS Jain V High School, Secunderabad. She is a promoter of the Company.  She also held the position of director of the Company from 10 July 2004 till 30 September 2016.
Number of shares held in the Company	200,000
Directorships held in other public companies (excluding foreign companies and Section 8 companies)/Limited Liability Partnership.	Nil
Listed entities from which resigned in the past Three years	Nil
Number of Board Meetings attended during FY 2022-23	Not Applicable
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Relationships between Directors / KMPs <i>inter-se</i>	Spouse of Mr. Rajendra Gandhi, Managing Director & Promoter





	Mother of Mrs. Neha Gandhi, Executive Director.
Terms and Conditions of Appointment	A Non-Executive & Non- Independent Director liable to retire by rotation.
Remuneration proposed to be paid	As per Nomination and Remuneration Policy of the Company.

By order of the Board  
For Stove Kraft Limited

Sd/-  
Shrinivas P Harapanahalli  
Company Secretary & Compliance Officer  
Membership No. A26590

Date: 2<sup>nd</sup> February 2023  
Place: Harohalli, Bengaluru