

KELTECH ENERGIES LIMITED

NOTICE

Notice is hereby given that the Fortyfirst Annual General Meeting of Keltech Energies Limited will be held on Friday, the 20th July, 2018 at 2.30 PM, at Dominion Hall, Le Meridien Bangalore, No.28, Sankey Road, Bangalore-560052, to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors there on.
2. To declare Dividend for the year ended 31st March, 2018.
3. To appoint Director Shri Ashok V. Chowgule, who retires by rotation and, being eligible, seeks re-appointment.

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri. Ashok V Chowgule (DIN: 00018970) as a Director, to the extent that he is required to retire by rotation.

4. To ratify the appointment of auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s.Khimji Kunverji & Co, Chartered Accountants, (FRN: 105146W), ‘Sunshine Tower’, Senapati Bapat Marg, Elphinstone Road, Mumbai-400013, be and is hereby ratified the appointment of their term of office as Auditors of the Company from the conclusion of 41st Annual General Meeting till the conclusion of 42nd Annual General Meeting proposed to be held in 2019, who have been appointed as Auditors of the Company to hold office from the conclusion of 40th Annual General Meeting (“AGM”) held on 21st July, 2017 till the conclusion of the Fortyfifth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Accordingly, the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants is being placed before the shareholders for ratification.

Special Business:

5. To ratify the appointment of Shri Arjun A.Chowgule as Director of the Company.

To consider, and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 149 and 152 of the Companies Act, 2013 Shri Arjun A. Chowgule, (DIN: 00033528) who was appointed as an Additional Director on 18th May, 2018 under Article 113 of the Articles of Association of the Company who holds office up to this date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and being eligible for appointment, and in respect of whom the Company has received a notice in writing from some members of the Company pursuant to provisions of Section 160(1) of the Act, along with a deposit of Rs.1,00,000/- each proposing his candidature for the office of Director, be and is hereby appointed as an Non-Independent Director of the Company, liable to retire by rotation.”

6. To approve the appointment of the Cost Auditor and to fix his remuneration for the financial year 2018-19.

To consider, and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri Vikas Vinayak Deodhar, Practising Cost Accountant, Membership No.3813, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records for the financial year 2018-19 at its meeting held on 18th May, 2018, and the said appointment be and is hereby ratified and shall be paid a remuneration of Rs.60,000/- (Rupees Sixty Thousand only).

Registered Office:

‘EMBASSY ICON’, VII FLOOR,
NO.3, INFANTRY ROAD,

BANGALORE – 560 001, INDIA
CIN: L30007KA1977PLC031660

Place : Mumbai.

Dated: 18th May, 2018.

By Order of the Board of Directors of
KELTECH ENERGIES LIMITED

SANTOSH L.CHOWGULE
MANAGING DIRECTOR

(DIN: 00097736)

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself/themselves and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies in order to be effective must be deposited at the registered office of the company, duly completed and signed not less than 48 (forty eight) hours before the annual general meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed and forms part of this notice.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice.
4. The period of e-voting shall be from 09:00 AM of 17th July, 2018 to 05:00 PM of 19th July, 2018 (both days inclusive); such voting period shall be completed three days prior to the date of the general meeting. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting is given along with attendance/proxy form:
5. Register of Members and Share Transfer Books of the Company will remain closed from 14th July, 2018 to 20th July, 2018 (both days inclusive).
6. Those Members who have so far not encashed their Dividend Warrants for the financial years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 may immediately approach the Company with their Warrants for revalidation.
7. Members are requested to note that pursuant to Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with the Stock Exchange, the Company is required to transfer all the unclaimed shares into one folio in the name of "Unclaimed Suspense Account" and these shares are to be dematerialized and kept with Depository Participants. In compliance of the said Clause, the Company will take necessary steps with the shareholders and will initiate action to transfer the unclaimed shares into one folio in the name of "Unclaimed Suspense Account" and dematerialized in due course.
8. The notice of the Fortyfirst Annual General Meeting and instructions for e-voting, along with the attendance slip/proxy form is being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent. Members may also note that the notice of the Fortyfirst Annual General Meeting and the Annual Report for 2017-18 will be available on the Company's website www.keltechenergies.com
9. All documents referred to in the notice will be available for inspections in the office during the normal business hours on working days upto the date of AGM.
10. Members are requested to:
 - i. Submit their attendance slips at the registration counters at the venue of AGM and seek registration before entering the meeting hall
 - ii. Furnish a valid identity proof such as PAN card / Passport / Aadhaar/ Driving License along with the attendance slip to enter the AGM hall.
 - iii. Notify any change in their registered address at an early date.
 - iv. Quote folio numbers in all their correspondence; and,
 - v. Bring the copy of their Annual Report and the attendance slip at the Annual General Meeting.

Registered Office:

'EMBASSY ICON', VII FLOOR,
NO.3, INFANTRY ROAD,
BANGALORE – 560 001, INDIA.
CIN: L30007KA1977PLC031660
Place: Mumbai
Dated: 18th May, 2018.

By Order of the Board of Directors of
KELTECH ENERGIES LIMITED

SANTOSH L. CHOWGULE
MANAGING DIRECTOR
(DIN: 00097736)