

# KELTECH ENERGIES LIMITED

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## NOTICE

Notice is hereby given that the Fortysecond Annual General Meeting of Keltech Energies Limited will be held on Tuesday, the 23<sup>rd</sup> July, 2019 at 2.30 PM, at Dominion Hall, Le Meridien, No.28, Sankey Road, Bengaluru-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, 2019 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, 2019.
3. To appoint Director Shri Umaji 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 Umaji V Chowgule (DIN: 00018993) as a Director, to the extent that he is required to retire by rotation.”

### Special Business:

4. To ratify the appointment of Shri Ashvin Chadha 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 Sections 149, 152, 164, 165 and 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri Ashvin Chadha, (DIN: 01962798) who was appointed as an Additional Director on 25<sup>th</sup> January, 2019 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 a member of the Company pursuant to provisions of Section 160(1) of the Act, along with a deposit of Rs. 1,00,000/- proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years.”

5. To ratify the appointment of Shri Prashant Khatau Asher 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 Sections 149, 152, 164, 165 and 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 Shri Prashant Khatau Asher, (DIN: 00274409) who was appointed as an Additional Director on 25<sup>th</sup> January, 2019 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 a member of the Company pursuant to provisions of Section 160(1) of the Act, along with a deposit of Rs. 1,00,000/- proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years.”

6. Re-appointment of Ms. Arati Saran as Independent 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 the provisions of Sections 149, 152, 164, 165 and 184 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Ms. Arati Saran, (DIN: 01157284), who was appointed as an Independent Director at the 37th Annual General Meeting of the Company and who holds office up to July 24, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director along with a deposit of Rs. 1,00,000/-, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from July 25, 2019 upto July 24, 2024.”

7. Re-appointment Shri Santosh L. Chowgule as Managing 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 the provisions of Sections 196, 197, 198, 199, 200, 201, 202, 203 and Schedule V of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.(“the Act”), and subject to the approval of the Central Government wherever necessary, Shri Santosh L.Chowgule who was re-appointed as Managing Director of the Company for a period of five years with effect from 29th April, 2019 till 28th April, 2024,consent of the Company be and is hereby accorded to the appointment of Shri Santosh L.Chowgule (DIN : 00097736) as Managing Director of the Company for second term of five years on such terms and conditions as are set out in the Agreement to be entered into between the Company and Shri Santosh L. Chowgule placed before this meeting with a liberty to the Board of Directors (“the Board”) of the Company to vary or modify the terms and conditions of appointment including sanctioning increments, incentive or bonus as may be agreed between the Board and Shri Santosh L.Chowgule which shall be subject to the overall ceiling prescribed in Schedule V to the Act read with aforesaid sections of the Act and other applicable provisions, if any, of the Act or any amendment thereto or re-enactment thereof.

Resolved further that in the event of absence of or inadequacy of net profits in any financial year the remuneration aforesaid or as varied or modified as provided above shall be paid to Shri Santosh L. Chowgule as minimum remuneration subject to the ceiling specified in Schedule V to the Act, or any amendment, modification or variation thereto or any re-enactment thereof.

Resolved further that the Board be and is hereby authorized to do all acts, deeds and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

8. To approve the appointment of the Cost Auditor and to fix his remuneration for the financial year 2019-20.

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 2019-20 at its meeting held on 17<sup>th</sup> May, 2019, and the said appointment be and is hereby ratified and shall be paid a remuneration of Rs.60,000/- (Rupees Sixty Thousand only).

By Order of the Board of Directors of  
**KELTECH ENERGIES LIMITED**

**SANTOSH L. CHOWGULE**  
MANAGING DIRECTOR  
(DIN: 00097736)

**Registered Office:**

‘EMBASSY ICON’, VII FLOOR, No. 3,  
INFANTRY ROAD, BENGALURU – 560 001, INDIA  
CIN: L30007KA1977PLC031660

Place : Mumbai.

Dated : 17<sup>th</sup> May, 2019.

# KELTECH ENERGIES LIMITED

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## 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 18<sup>th</sup> July, 2019 to 05:00 PM of 22<sup>nd</sup> July, 2019 (both days inclusive); such voting period shall be completed a day 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 17<sup>th</sup> July, 2019 to 23<sup>rd</sup> July, 2019 (both days inclusive).
6. Those Members who have so far not encashed their Dividend Warrants for the financial years 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 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 and its amendments, 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 dematerialize in due course.
8. The notice of the Forty Second 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 Forty Second Annual General Meeting and the Annual Report for 2018-19 will be available on the Company's website [www.keltechenergies.com](http://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, BENGALURU – 560 001, INDIA  
CIN: L30007KA1977PLC031660

Place : Mumbai

Dated : 17<sup>th</sup> May, 2019.

By Order of the Board of Directors of  
**KELTECH ENERGIES LIMITED**

**SANTOSH L. CHOWGULE**  
MANAGING DIRECTOR  
(DIN: 00097736)