

KELTRON COMPONENT COMPLEX LIMITED

Registered Office: Keltron Nagar, Kalliasseri P.O., Kannur-670 562

CIN: U31904KL1974SGC002630

Email ID:info@keltroncomp.org Website: www.keltroncomp.org

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the Shareholders of the Company will be held at the Registered Office of the Company at Keltron Nagar, Kalliasseri P.O., Kannur- 670 562 on **Thursday, the 31st December 2020 at 3.00 P.M.** The facility of Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') is available to the members to attend the Meeting.

To transact the following business:

ORDINARY BUSINESS

1. To appoint a Director in the place of Smt.Tripunithura Ramasubramaniam Hemalatha (DIN: 07655128), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
2. To appoint a Director in the place of Sri. Krishnakumar Krishnavilas Gopinathan Nair (DIN: 07649134), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To fix the remuneration of the Statutory Auditors of the Company to be appointed by the Comptroller & Auditor General of India pursuant to Section 139(5) of the Companies Act, 2013 for the Financial Year 2020-21.

SPECIAL BUSINESS

4. Regularisation of Appointment of Sri. N Narayana Moorthy, (DIN: 05251681) as Director of the Company

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

“RESOLVED THAT Sri. N. Narayana Moorthy, (DIN: 05251681) who has been appointed as Director of the Company pursuant to KSEDC letter No.KSEDC/CS/21/19/34 dated 28/09/2019 and in accordance with Government Letter No.D3/146/2019/IND dated 10.08.2019 and also as per the provisions in the Article of Association of Keltron Component Complex Ltd. be and is hereby ratified”.

5. Regularisation of Appointment of Dr.K.Ajith kumar (DIN:08583771), as a Director of the Company

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

“RESOLVED THAT Dr.K.Ajith kumar (DIN:08583771) who has been appointed as Professional Director of the Company pursuant to Govt. of Kerala Order vide G.O(Rt) No. 839/2019/ID dated 29/08/2019 and also as per the provisions in the Articles of Association of Keltron Component Complex Ltd. be and is hereby ratified”.

6. Increase in Borrowing Power

To consider, and if thought fit, to pass with or without modification, the following as a **Special Resolution:**

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier

resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding ₹100 Crores (Rupees One Hundred Crore Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. Adjournment of 46th Annual General Meeting

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

“RESOLVED THAT this meeting stand adjourned to a future date as may be decided by the Board of Directors to consider the Annual Accounts of the Company for the year 2019-20 as audited and reported by the Auditors together with the Directors' Report to the Shareholders”.

Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 relating to Item No.4 to7 is attached herewith.

By Order of the Board

Sd/-

K.G.Krishnakumar
Managing Director
DIN: 07649134

Place: Kannur
Date : 30 November 2020

Note:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members. Considering the current situation and to encourage the participation by members following the social distancing norms, and in compliance with the provisions of the Companies Act, 2013 (“Act”)and MCA Circulars, the AGM of the company is being held along with the facility through VC / OAVM.
2. A member of the company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the companies Registered Office, duly completed and signed, not later than 48 hours before the commencement of meeting. In terms of the MCA circulars, the facility for appointment of proxies by the members through

VC/OAVM will not be available. However, Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf.

3. The facility for members to join the AGM through VC/OAVM shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time by following the procedure mentioned in the Notice.
4. In terms of Sections 101 and 136 of the Act, read together with the Rules made thereunder, those who have registered their mail id company may send the notice of Annual General Meeting by electronic mode. The Physical copies of the Notice of the 46th AGM have been sent to all the members at their registered address.
5. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address. Members who have not yet registered their email addresses are requested to register the same with the Company email id at cs@keltroncomp.org expeditiously.
6. Relevant documents referred to in this Notice and the following statutory registers will be available for inspection in at the registered office of the company at any day during business hours except on holidays up to and including the date of Annual General Meeting.
7. Members are requested to send their queries, if any, in writing at least 5 days in advance of the date of the meeting to the company at its registered office.
8. The Members are requested to intimate the Company at its Registered Office of any change in their address and also inform e-mail ids. Pursuant to section 91 of the Companies Act, 2013. The Register of Members and Share Transfer Books of the company will remain closed from Thursday 24th December to Thursday 31st December (both days inclusive).
9. As per the provisions under the MCA Circulars, Members attending the 46th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Members, proxies and authorized representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their Folio No.

Instructions for Members attending the AGM through VC/OAVM are as under:

- a. The company shall provide the facility to attend the meeting through VC/OAVM, link for participating the meeting will be provided at least 7 days in advance. Members may click on URL received in their registered mail ID and follow the instructions to join the meeting.
- b. Any Technical assistance in regard to the meeting shall be available from Mr. Harikrishnan G, Mob: +91 9895352293, hodit@keltroncomp.org.
- c. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d. Members are encouraged to join the Meeting through Laptops / Tablets for better experience.
- e. Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request at least 7 days in advance mentioning their name, folio number, email id, mobile number at cs@keltroncomp.org.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- i. Web-link for assessing the notice of the Annual General Meeting as per Rule 18 of Companies (Management and Administration) Rules 2014 and Secretarial Standard - 2 is as follows: www.keltroncomp.org
11. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item nos. 4 to 7 is annexed and forms a part of this Notice.

1. E-VOTING

Information and other instructions relating to e-voting are as under:

- a) *In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The instructions for e-voting are given below:*
 - b) *The facility for voting through ballot paper voting system shall also be made available at the venue of the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through ballot paper voting system.*
 - c) *The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again at the AGM.*
 - d) *The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide remote e-voting facility.*
 - e) *The Board of Directors of the Company has appointed Mr. Sandeep S, Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting and voting at the meeting through ballot paper in a fair and transparent manner and has communicated his willingness to be appointed and will be available for the purpose.*
 - f) *A person, whose name is recorded in the Register of Members as on the cut-off date i.e. 25th December 2020 can follow the process for generating the Login ID and Password as provided in the Notice of the AGM. They only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.*
 - g) *The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: from 9.00 A.M. on 28th December, 2020.
End of remote e-voting: Up to 5.00 PM on 30th December, 2020.*
 - h) *The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by M/s NSDL upon expiry of the above period.*
 - i) *Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.*
 - j) *The Scrutinizer after scrutinizing the votes cast at the meeting (ballot paper) and through remote e-voting, will, not later than three days of the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, www.keltroncomp.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.*
- A. *The process and manner for remote e-voting are as under:*
- (i) *Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>*

- (ii) Click on Shareholder - Login
 - (iii) Put given user ID and password as initial password/PIN. Click Login.
 - (iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vi) Select "EVEN" of Keltron Component Complex Ltd.
 - (vii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cssandeeps@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM, [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- (a) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:
- | | | |
|--|----------------|---------------------|
| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|--|----------------|---------------------|
- (b) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
 - k) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - l) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - m) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th December 2020.
 - n) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. of 25th December 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

Note

- i) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

**ADDITIONAL INFORMATION OF DIRECTORS RECOMMENDED FOR RE-APPOINTMENT
AS REQUIRED AS PER SECRETARIAL STANDARD ON GENERAL MEETING (SS-2)**

Particulars	K.G.KRISHNA KUMAR	T.R. HEMALATHA
DIN	07649134	07655128
Age	56	58
Qualifications	M-TECH	M-TECH
Experience	35 years	36 years
Remuneration or remuneration last drawn (per month)	Rs. 88,217	Rs. 1.2 Lakh
Date of first appointment on Board	07/10/2016	17/11/2016
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager, and other Key Managerial Persons of the Company	NIL	NIL
Other Directorships	NIL	1. Kerala State Electronics Development Corporation Limited 2. Keltron Electro Ceramics Ltd. 3. Coconics Private Ltd.

**ADDITIONAL INFORMATION OF DIRECTORS RECOMMENDED FOR APPOINTMENT
REQUIRED AS PER SECRETARIAL STANDARD ON GENERAL MEETING (SS-2)**

Particulars	Shri. N.Narayana Moorthy	Dr. K. Ajith kumar
DIN	05251681	08583771
Age	69	56
Qualifications	BE	M-TECH, PhD
Experience	40 Years experience in VSSE/ISRO	33 Years
Remuneration or remuneration last drawn (per month)	Rs. 1.8 Lakh	Rs. 3,09,076
Date of first appointment on Board	14.10.2019	14.10.2019
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager, and other Key Managerial Persons of the Company	NIL	NIL
Other Directorships	1. Kerala State Electronics Development Corporation Limited 2. Keltron Electro Ceramics Ltd.	Kerala State Electronics Development Corporation Limited

ANNEXURE TO THE NOTICE

Explanatory Statements pursuant to Section 102(1) of the Companies Act 2013.

Item No: 4.

As per KSEDC letter No. KSEDC/CS/21/19/34 dated 28/09/2019 and in accordance with Government Letter No. D3/146/2019/IND dated 10.08.2019 Sri. N. Narayana Moorthy, (DIN:05251681) was appointed as Director on the Board of Keltron Component Complex Ltd and also as per the provisions in the Article of Association of Keltron Component Complex Ltd.

Sri. N Narayana Moorthy, will be deemed to be interested in the resolution as the proposal relates to his appointment. None of the other Directors of the Company are interested in the proposed Resolution.

Item No: 5.

Govt. of Kerala Order vide G.O(Rt) No. 839/2019/ID dated 29/08/2019, Dr.K.Ajith kumar (DIN:08583771) was appointed as Professional Director on the Board of Keltron Component Complex Ltd and also as per the provisions in the Article of Association of Keltron Component Complex Ltd.

Dr.K.Ajithkumar, will be deemed to be interested in the resolution as the proposal relates to his appointment. None of the other Directors of the Company are interested in the proposed Resolution.

Item No: 6.

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The shareholders of the Company had by an ordinary resolution passed in Annual General Meeting held on 30th September 2015 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹50 crores, for the business of the company. However, keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 6 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹100 crores is intended for this purpose.

The Directors recommends the resolution for members' approval as a Special Resolution.

Item No.7

The Shareholders of a Government Company as defined in Section 2(45) of the Companies Act 2013 can consider and adopt the Annual Accounts only upon receipt of comments and supplementary audit report by the Comptroller and Auditor General of India. In order to comply with the time line for conducting the AGM u/s 96 of the Companies Act, 2013 it is therefore proposed to adjourn the meeting to a future date for consideration of the Annual Accounts of the Company for 2019-20. Hence the resolution.

No Director is directly interested in the above Resolution.

By Order of the Board

Sd/-

K.G.Krishnakumar
Managing Director
DIN: 07649134

Place: Kannur

Date : 30 November 2020

Form No. MGT-11
Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

CIN:U31904KL1974SGC002630

Name of the company: KELTRON COMPONENT COMPLEX LIMITED

Registered office: KELTRON NAGAR, KALLIASSERY, KANNUR, KERALA 670562

Name of the member (s) :	
Registered address :	
E-mail Id :	
Folio No/Client Id :	
DPID :	

I/We, being the member(s) of.....shares of the above named company,
hereby appoint

1. Name:.....
Address:
E-mail Id:
Signature.....,or failing him

2. Name:.....
Address:
E-mail Id:
Signature:.....,or failing him

3. Name:.....
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the..... Annual General Meeting / Extra ordinary general meeting of the company, to be held on the.....day of.....at.....a.m./ p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....
- 6.....
- 7.....

Signed this.....day of.....20.....

Signature of share holder

<p>Affix Revenue Stamp</p>

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

KELTRON COMPONENT COMPLEX LIMITED

KELTRON NAGAR, KALLIASSERY, KANNUR, KERALA-670562

(CIN No : U31904KL1974SGC002630)

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 46th Annual General Meeting of the Company at the registered office of the Company at KELTRON NAGAR, KALLIASSERY PO, KANNUR, KERALA 670562 on **Thursday, the 31st December 2020 at 3.00 pm.**

Full Name of the Shareholder
(In Block Letters)

Signature

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON 31st December 2020

Regd. Folio No.

DP ID No*

Client ID No*

**Applicable for members holding shares in electronic form.*

Full Name of Proxy
(In block Capitals)

Signature

EVEN (Remote e-voting event no)	USER ID	PASSWORD

NOTES :

1. Members/Proxy holders are requested to bring the attendance slip with them when they come to the meeting and hand it over at the entrance after affixing signature.