

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 Forty third Adjourned 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-670562 on **Tuesday, the 27th November 2018 at 2.30 p.m.** to transact the following business:

ORDINARY BUSINESS:

To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March 2017 together with the Reports of the Directors and Auditors thereon and the comments of the Comptroller and Auditor General of India and the comments of the Secretary (Finance Expenditure), Government of Kerala.

By Order of the Board,

Sd/-

K G Krishnakumar
Managing DirectorKannur,
15.10.2018.**Note:**

1. The 43rd Annual General Meeting of the Company for the Financial Year 2016-2017 was convened on 29th December 2017. This meeting was adjourned to a future date to consider the Annual Accounts of the Company as audited and reported by the Auditors and the Directors Report to the Shareholders together with the comments thereto from the C&AG of India and the Principal Secretary (Finance), Govt. of Kerala.
2. The Annual Accounts for the year 2016-17, 'Non Review Certificate' of the C&AG of India, comments of the Secretary (Finance Expenditure), Govt.of Kerala, and explanations of the Management to the qualifications of the Statutory Auditors, and to the comments of the Secretary (Finance Expenditure), Govt. of Kerala are enclosed herewith as Annexures to the Directors' Report.
3. Members are requested to notify their change of address, if any, to the Company's Registered Office. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 20th November 2018 to Tuesday 27th November 2017 (both days inclusive).
4. Members desiring information pursuant to the items on the Agenda are requested to write to the Company well in advance so as to enable the Management keep the information available at the Meeting.

5. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of the Member on a Poll and the proxy need not be a member of the Company. In order to be effective, instrument appointing proxies should be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.

6. E- VOTING

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

- a) *Pursuant to the provisions of section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, if any, of the Companies Act, 2013, the Company is providing to its Members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).*
- 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 CS Sandeep S, Practising 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. 21st November 2018 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 24th November 2018.
End of remote e-voting: Up to 5.00 PM on 26th November, 2018.*
- 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.

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.*
- (xii) *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><i>EVEN (Remote e-voting Event Number)</i></u>	<u><i>USER ID</i></u>	<u><i>PASSWORD/PIN</i></u>
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(b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) 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 21st November 2018.*
- 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. 21st November 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.*

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.

- o) 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.*
