

KELTRON COMPONENT COMPLEX LIMITED

Registered Office: Keltron Nagar, Kalliasseri P.O., Kannur-670 562.
CIN: U31904KL19745GC002630, Email ID: info@keltroncomp.org
Website: www.keltroncomp.org

NOTICE

NOTICE is hereby given that the 45th 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- 670 562 on Thursday, the 25th March 2021 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:

To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March 2019 together with the Reports of the Directors and Auditors thereon and the comments of the Comptroller and Auditor General of India.

By Order of the Board,

Sd/-

K G Krishnakumar
Managing Director
DIN:07649134

Kannur
10.02.2021.

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 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 45th Annual General Meeting of the Company for the Financial Year 2018-2019 was convened on 30th September 2019. 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.
4. The Annual Accounts for the year 2018-19, the 'Non Review Certificate' of the C&AG of India, and the explanations of the Management to the qualifications of the Statutory Auditors are enclosed herewith as Annexures to the Directors' Report.
5. The facility for members to join the AAGM 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.
6. 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.
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 18th March to Thursday 25 March (both days inclusive).
9. Members attending the AGM through VC/OAVM shall counted for the purpose of reckoning the quorum under section 103 of the Companies Act.

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 5 days in advance. Members may click on the 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 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 / IPads 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 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.

1. 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 Mr. 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. 20th March 2021 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 22nd March 2021.
End of remote e-voting: Up to 5.00 PM on 24th March 2021.
- 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:***

EVEN (Remote e-voting Event Number)

USER ID

PASSWORD/PIN

- (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 20th March 2021th March 2021.*
- 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. 20th March 2021, 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.*
