

KUNNATH ENGINEERING INDUSTRIES (P) LTD.

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101-C, Poonam Chambers,
First Floor,
Dr. Annie Besant Road, Worli,
Mumbai - 400 018. (INDIA)
P. O. Box No. 16583

CIN:U28920MH1975PTC018232

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 40th Annual General Meeting of the members of KUNNATH ENGINEERING INDUSTRIES PRIVATE LIMITED ("The Company") (CIN U28920MH1975PTC018232) will be held at the registered office of the Company at 101-C, Poonam Chambers, Dr. A B. Road, Worli, Mumbai-400018 on Wednesday, 30th September, 2015 at 12.30 p.m., to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015 together with the Report of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs 30/- per Equity share already paid during the year.
3. To ratify the appointment of M/s A. A. Kapadia & Co., Chartered Accountants (Membership No 37283), the retiring auditors, eligible for reappointment and have confirmed their willingness to accept office if appointed, as Statutory Auditors of the Company and for the purpose, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the appointment of M/s A. A. Kapadia & Co., Chartered Accountants (Membership No 37283), as the Statutory Auditors of the Company to hold office from the conclusion of this 40th Annual General Meeting (AGM) of the Company till the conclusion of next AGM to be held in the calendar year 2016 be and is hereby ratified and confirmed at a remuneration of Rs. 40,000/- plus reimbursement of travelling expenses, service tax and out-of-pocket expenses which shall be incurred in connection of the audit."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and 161, of the Companies Act, 2013 and Rules made thereunder and Articles of Association of the Company, Mr. SURAJ BALCHANDRAN NAIR (DIN 06885106) who was appointed by the Board of Directors as an Additional Director of the Company in the Board Meeting held on 27th April, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom company has received a notice in writing from a Member proposing his candidature for the office of Director of the company, be and is hereby appointed as Director of the company."

By order of the Board of Directors
For KUNNATH ENGINEERING INDUSTRIES PRIVATE LIMITED

Sd/-
BALCHANDRAN NAIR
Director

Registered office:

101-C, Poonam Chambers
Dr. A. B. Road, Worli,
Mumbai-400018

Place: Mumbai
Date : 05.09.2015

WORKS : Bharati Workshop Industrial Estate, 167, Vidyanagari Marg, Kalina, Santacruz East, MUMBAI - 400 098.
TOOLINGES □ JIGS □ FIXTURES □ SHEET METAL COMPONENTS □ PRECISION MACHINE PARTS □ IMPORT SUBSTITUTIONS

NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL, TO VOTE ON HIS/HER BEHALF, A PROXY NEED NOT BE A MEMBER. Pursuant to Section 105 of the Companies Act, 2013, A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing a proxy to be effective, must be received at the registered office of the Company duly complete, not less than 48 hours (Sunday is included in computation of 48 hours) before the time appointed for holding the Meeting. A Proxy form is annexed to this report.

- b. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- c. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during normal business hours (10.00 AM to 4 PM) on all working days, upto and including the date of AGM of the Company.
- d. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business set out above is annexed hereto.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no 4

MR. SURAJ BALCHANDRAN NAIR (DIN06885106) who has been appointed as an Additional Director of the Company under Section 161 (1) of the Companies Act, 2013, with effect from 27th April, 2015 holds office up to the date of ensuing Annual General Meeting and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director.

The Board recommends passing of Ordinary Resolution as set out in item no 3 of the notice for appointment of Mr. SURAJ BALCHANDRAN NAIR as Director.

Except MR. SURAJ BALCHANDRAN NAIR, being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives (except for Mr. BALCHANDRAN NAIR - his father) is in any way concerned or interested in this resolution except to the extent of their shareholding interest, if any, in the Company.

By order of the Board of Directors
For KUNNATH ENGINEERING INDUSTRIES PRIVATE LIMITED

Sd/-
BALCHANDRAN NAIR
Director

Registered office:

101-C, Poonam Chambers
Dr. A.B. Road, Worli,
Mumbai-400018

Place: Mumbai

Date : 05.09.2015

ATTENDANCE SLIP

40th Annual General Meeting, Wednesday, 30th September, 2015 at 12.30 pm, Regd. Folio No. _____, _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 40th Annual General Meeting of the Company on Wednesday, 30th September, 2015 at 12.30 pm at 101-C, Poonam Chambers, Dr. A. B. Road, Worli, Mumbai-400018.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall/Venue gate. —
_____ - -

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:	U28920MH1975PTC018232
Name of the company:	KUNNATH ENGINEERING INDUSTRIES PRIVATE LIMITED
Registered office:	101-C POONAM CHAMBERS, DR ANNIE BESANT RD WORLI, MUMBAI-400018

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

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

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

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

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 theAnnual general meeting/ Extraordinary 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.	Particulars
1.	
2.	
3.	

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

Signature of shareholder

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.

