



SRI KRISHNA METCOM LIMITED

REGD. OFFICE: 504, MANGAL MURTI HEIGHTS
HARMU ROAD, RANCHI -834001, JHARKHAND, INDIA.
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CIN: L15400JH2008PLC013255

Notice of Tenth Annual General Meeting

Notice is hereby given that the 10TH Annual General Meeting (AGM) of the Members of Sri Krishna Metcom Limited will be held on September 28th, 2018 Friday at 3.30 PM at Hotel Raj Residency, Kutchery Chowk, Ranchi – 834001, Jharkhand to transact the following Business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for financial year ended March 31, 2018, together with Report of the Board of Directors and the Auditors thereon.

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. Appointment of Statutory Auditors.
To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, **M/s. Agrawal Shukla & Co.**, Chartered Accountants, Mumbai (**Firm's Registration Number: 0326151E**) be and are hereby appointed as Auditors of the Company to hold office for a period of five consecutive years commencing from the conclusion of 10th AGM till the conclusion of 15th AGM, (subject to ratification of their appointment at every Annual General Meeting) at such remuneration as may be fixed by the Managing Director of the Company.”

3. To re-appoint Mrs. Binita sahu (DIN: 07792268), who retires by rotation and being eligible, offers herself for re-appointment and in this regard pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended), Mrs. Binita Sahu (DIN: 07792268) who retires by rotation at this meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

Special Business:

4. To consider Modification in Managerial Remuneration and if thought fit in this regard, pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the remuneration of Mr. Yogesh Kumar Sahu (Chairman & Managing Director, holding DIN 02139226), Mr. Gyan Prakash Sahu (Whole time Director holding DIN 00194221), and Mr. Rajesh Agrawal (Executive Director & Chief Financial Officer, holding DIN 06448058) be and are hereby modified, subject to the limit specified in Schedule V, in case of inadequate profit.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place: Ranchi
Date: 23rd August 2018

**For and on behalf of
Sri Krishna Metcom Limited
Sd/-
Shilpa Burman
Company Secretary**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and to vote instead of himself/herself and such proxy need not be a member of the company. Proxies in order to be effective must be deposited at Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

A person can act as proxy on behalf of members' not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than 10% 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 a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
3. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members & Share Transfer books of the Company will remain closed from Saturday, the 22nd September, 2018 to Friday, the 28th day of September, 2018 (both days inclusive)
4. Members are requested to bring their copies of the Annual Report with them, since separate copies will not be distributed at the venue of the Annual General Meeting.
5. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
6. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote.
7. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.

8. Members, who hold shares in electronic form are requested to notify their DP and Client ID Number at the AGM for easier identification.
9. NRI Members are requested to inform the investors Services Department of the Company immediately of:-
 - a. Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the bank with pin code number, if not furnished earlier; and
 - b. Change in their residential status and address in India on their return to India for permanent settlement.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.
11. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
12. Electronic copy of the Notice of the 10th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 10th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

**By the order of Board of Directors
For Sri Krishna Metcom Limited
Sd/-
Shilpa Burman
Company Secretary
ACS No. 52069**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Modification in Managerial Remuneration

The Company recognizes the valuable contributions made by the Managerial Persons, for its development and it is felt that the time spent and contribution made by them be compensated adequately. Accordingly, it is proposed to make the payment of Rs. 60 lacs to Mr. Yogesh Kumar Sahu, Chairman & Managing Director, Rs. 60 lacs to Mr. Gyan Prakash Sahu, Whole time Director and Rs. 30 lacs to Mr. Rajesh Agrawal, Whole time Director cum CFO of the company. As the remuneration proposed to be paid to Managerial Persons pertains to the financial year 2018-19, the Company will require the approval from the Shareholders by passing Special Resolution as per applicable provisions of the Companies Act, 2013.