



SRI KRISHNA METCOM LIMITED
REGD. OFFICE: 504, MANGAL MURTI HEIGHTS
HARMU ROAD, RANCHI -834001, JHARKHAND, INDIA.
TEL: +91-651-2285853, E-MAIL: info@skmltd.co.in
WEB: www.skmltd.co.in
CIN: L15400JH2008PLC013255

Notice of Postal Ballot

To
The Members,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.

NOTICE is hereby given, pursuant to the Provisions of Section 110 and other applicable provisions, If any of the Companies Act, 2013 ("the Act") read together with the Companies (Management & Administration) Rules, 2014 ("the Rules"), Secretarial Standard – 2 (SS 2), Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, that the resolutions as set out below are proposed for approval of the Shareholders of the Company through Postal Ballot ("Postal Ballot")/ Electronic Voting.

The Company is, therefore, seeking Shareholders'/ Members' consent for the said proposals by Special Resolutions.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each resolution and reasons thereof is annexed hereto along with a Postal Ballot form ("the Form") for your consideration. The Board of Directors of the Company has appointed Mr. Sumeet Kumar, Practicing Chartered Accountant as an Independent Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed Business Reply Envelope, postage pre-paid envelope (If posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e.5:00 p.m. (IST) on or before September 24th, 2018. Please note that the Postal Ballot Form(s) received after the said date will be strictly treated as if reply from the Shareholder has not been received in terms of the Rule. A Postal Ballot Form sent by Shareholders/ Members either by courier or by registered post / by Speed post at the expense of the Shareholder(s) will also be accepted.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes and instructions printed in this Notice. References to Postal Ballot(s) in this Postal Ballot Notice (Postal Ballot Notice) include votes received electronically.

Shareholders have the option to vote either by Postal Ballot or through e-voting. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through valid physical ballot form shall be considered and the voting through e- voting shall not be considered by the Scrutinizer.

Upon completion of the scrutiny of the Postal Ballot Forms and e-voting in a fair and transparent manner, the Independent Scrutinizer will submit his/her report to the Chairman of the Company. The result of the Postal Ballot shall be declared on or before, Friday, September 28th, 2018 and communicated to the Stock Exchanges where the Company's shares are listed and would be displayed along with the Scrutinizer's report on the Company's website www.skmltd.co.in.

Resolution No : 1 ---- To approve increase in the Borrowing limits of the Company from the existing Rs. 50 Crores (Fifty Crores) to Rs. 100 Crores (Rupees One Hundred Crores):

To consider and, if thought fit, to pass the following resolution as Special Resolution:

RESOLVED THAT in supersession of the Special Resolution passed earlier in this behalf, and pursuant to Section 180 (1) (c), read with the relevant Rules thereof, all other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time, shall not exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

Resolution No : 2 ---- Create charge on Company's Assets :

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in supersession of all the special Resolution passed earlier in this behalf, and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, If any, of the Companies Act 2013,(Including any amendment thereto or re-enactment thereof),the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as" the Board" which term shall be deemed to Include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit together with power to take over both management and concern of the Company in certain events, to or in favour of the Banks/Financial Institutions, other investing agencies, bodies corporate and Trustees for the holders of debentures/bonds and/or other Instruments to secure the loans and/or the Issue of debentures/bonds, whether partly/fully convertible or non convertible (hereinafter collectively referred to as" Loans") provided that the total amount of Loans together with Interest thereon, additional interest, compound Interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company In respect of the said Loans, shall not, at any time exceed the limit of Rs.100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

By the order of the Board

**Shilpa Burman
Company Secretary & Compliance Officer**

Dated: 23.08.2018

IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on August 24, 2018. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Shareholder can opt for only one mode of voting i.e. in person through e-voting or by Postal ballot. If a Shareholder casts votes by both the modes, then the valid vote cast through Postal Ballot Form shall prevail and the vote cast through other means shall be treated as invalid.
3. The Shareholders whose names appear on the Register of Members / List of beneficial owners as on August 23, 2018 will be considered for the purpose of voting.
4. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to riddhi.shah@linkintime.co.in. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the shareholder.
5. Mr. Sumeet Kumar, Practicing Chartered Accountant (Membership No.410224) having Office at 11/2, G.E.L. Church Complex, Main Road, Ranchi-834001 has been appointed as an Independent Scrutinizer to scrutinize the Voting through Postal Ballot and remote e-Voting process in a fair and transparent manner.
6. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by him, after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, on or before Thursday, 27th September, 2018. The results along with the report 3 of the Scrutinizer shall be displayed on the Company's website: www.skmltd.co.in and on the website of NSDL: www.nsdl.co.in and shall also be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.
7. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. The resolutions, if passed by the requisite majority, shall be considered as passed on the date of declaration of the Postal Ballot results.
9. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is offering e-Voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his discretion as per the instructions provided herein.
10. The remote period begins on 26.08.2018 and ends on 24.09.2018 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 23, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

11. The instructions for Members/Shareholders for Electronic voting are as under:

The way to vote electronically on NSDL e-voting consists of "Two steps" which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <http://www.evoting.nsdl.com/>

How to Log-in to NSDL e-voting website?

- A. Visit the e-voting website of NSDL Open web browser by typing the following: <http://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <http://www.eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

D. Your User Id details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
i) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
ii) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
iii) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***

E. Your password details are given below:

- i. If you are ready registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
 - a) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b) If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.

- F. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- i. Click on 'Forgot User Details / Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in in mentioning your demat account number / folio number, your PAN, your name and your registered address.
- G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- H. Now, you will have to click on 'Login' button.
- I. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your voting electronically on NSDL e-voting System.

How to cast your vote electronically on NSDL e-voting system?

- A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- B. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- C. Select 'EVEN' of company for which you wish to cast your vote.
- D. Now you are ready for e-Voting as the Voting page opens.
- E. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members:

- i. Institutional Members (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. with attested specimen signature of the duly authorised signatory(ies), who are authorised to vote, to the Scrutinizer by e-mail to sumeet_ca09@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,

you will need to go through the 'Forgot User Details / Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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

Resolution Nos. 1 & 2 : The Members had earlier passed in their General Meeting held on 12th December, 2016, Special Resolutions for Nos.1 and 2 according their consent to the Board of Directors for the existing borrowing limit.

The current borrowing limit as approved by the shareholders is INR 50 Crores. The Company's future borrowings will be reaching close to the INR 100 Crores threshold.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 50 Crores (Rupees Fifty Crores) to INR 100 Crores (Rupees One Hundred Crores).

Also, as explained above consequent upon the proposed increase in the borrowing limits of the Company it would be necessary to seek approval of Members for creation of charge on assets of the Company from Rs. 50 Crores (Rupees Fifty Crores only) to Rs. 100 Crores (One Hundred Crores Only).

The approval of the members is sought pursuant to Section 180(1) (c) and Section 180(1) (a) of the Companies Act, 2013 and rules made there under.

The above proposals as set out in the Special Resolutions, at Resolutions Nos.1 and 2 of the Postal Ballot Notice are in the interest of the Company and your Directors commend the same for approval by the Shareholders / Members by way of Postal Ballot. None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested in the said Resolution.

By order of the Board

For Sri Krishna Metcom Limited

Shilpa Burman
Company Secretary
ACS: 52069



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CIN: L15400JH2008PLC013255

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

1.	Name and Registered address of the Sole/first named Shareholder	
2.	Name(s) of Joint holder(s) if any : (in block letters)	
3.	Registered Folio No./ DP ID No./ Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares Held	

I/ We hereby exercise my/ our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated August 25, 2018 of Sri Krishna Metcom Limited ("**the Company**") by conveying/recording my/ our assent or dissent to the said Special Resolutions by placing the tick (√) mark in the appropriate box below:

ITEM NO.	Description	No. of Shares held by me/ us	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Special Resolution for approval of increase in the Borrowing limits of the Company from the existing Rs. 50 Crores to Rs. 100 Crores (Rupees One Hundred Crores).			
2.	Special Resolution for approval to create charge on Company's Assets.			

Place:

Date:

Signature of Sole/ First Joint Shareholder

Remote e-voting Information

The electronic voting particulars are set out below:

EVEN	USER ID	PASSWORD

Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period:

Commencement of voting	End of Voting
From 9:00 a.m. (IST) on Sunday, August 26, 2018	Up to 5:00 p.m. (IST) on Monday, September 24, 2018

Notes:

- 1) Please read the instructions printed overleaf carefully before exercising your vote.
- 2) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

Instructions:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the Postal Ballot Notice.
4. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it so as to reach the Scrutinizer, Mr. Sumeet Kumar, Practicing Chartered Accountant in the enclosed postage prepaid self-addressed envelope not later than 5:00 p.m. (IST) on Monday, September 24, 2018. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member will also be accepted.
5. The Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by any next named Member.
6. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten or wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
7. In the case of shares held by Institutions, Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization together with the specimen signature(s) of the duly authorised signatories. A Member may sign the Postal Ballot Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form.
8. A Member seeking duplicate Postal Ballot Form can write to the Company, at its registered office, or its Registrar and Share Transfer Agents : Link Intime India Private Limited. C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Monday, September 24, 2018.
9. The exercise of vote through Postal Ballot Form is not permitted through a proxy.
10. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name(s) of the Member(s)/list of beneficial owners as received from NSDL/CDSL on the cut-off date i.e., Thursday, August 23, 2018.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self addressed envelope. If any other papers are found the same will be destroyed by the scrutinizer.
12. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Members.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.