

**NOTICE OF THE 13<sup>th</sup> (THIRTEENTH) ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 13<sup>th</sup> (Thirteenth) Annual General Meeting of the members of KC Cottrell India Private Limited will be held at shorter notice on Thursday, 25<sup>th</sup> day of November, 2021 at 01:30 pm IST (05:00 pm Korean Time) through Other Audio Visual Means (“OAVM”) facility at the deemed venue at Registered Office of the Company situated at Unit No. 506, 513 & 514, Tower B, Spazedge Commercial Complex, Sector-47, Sohna Road, Gurugram - 122002 Haryana to transact the following businesses:

**ORDINARY BUSINESS:**

1. **To receive, consider and adopt the audited annual Financial Statements of the Company comprising of Balance Sheet as at 31st March, 2021, Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date along with Notes to accounts referred therein, the Auditors' Report thereon and the Directors' Report thereto**

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 129 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), the audited annual Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of Profit & Loss for the year ended on that date, along with the Cash Flow Statement as at 31<sup>st</sup> March, 2021 and Explanatory Notes annexed to, or forming part of any document referred above, the Auditors' Report thereon and Boards' Report thereto be and are hereby received, considered and adopted.”

**SPECIAL BUSINESS:**

2. **To approve the appointment of Mr. Rengaiyan Singaravelu (DIN: 09070125) as Director as well as Managing Director of the Company.**

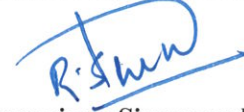
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 2(54), 149, 152 & 196 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), Mr. Rengaiyan Singaravelu (DIN: 09070125), appointed as an Additional Director of the Company with effect from 01<sup>st</sup> March, 2021 under Section 161(1) of the Companies Act, 2013 & rules made thereunder, to hold office up to the date of ensuing Annual General Meeting, be and is hereby appointed as Director of the Company and be appointed as Managing Director of the Company for the period not exceeding 5 years with effect from 01<sup>st</sup> March, 2021, on such terms and conditions as may be agreed in between the Company and Mr. Rengaiyan Singaravelu (DIN: 09070125).

**RESOLVED FURTHER THAT** the Managing Director or any Director or the Company Secretary of the Company, be and is hereby severally authorized to sign all documents, deeds, papers in this regard and to file e-form DIR-12 with the Registrar of Companies and to do all such acts, deeds, things as may deem fit so as to give effect to this resolution and to make necessary entries in the statutory registers of

the Company and to complete all other formalities in relation to appointment of Mr. Rengaiyan Singaravelu (DIN: 09070125).”

By order of the Board of Directors  
For **KC Cottrell India Private Limited**



**Rengaiyan Singaravelu**  
**Managing Director**  
**DIN: 09070125**

**Address:** Flat No. 3, Phase 2, BBC City Park 76, Anna  
Salai, Chinna Porur, Chennai- 600116 Tamil Nadu

Date: 24<sup>th</sup> November, 2021  
Place: Chennai



**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 13<sup>th</sup> January, 2021 read with circulars dated 05<sup>th</sup> May, 2020, 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through OAVM.
2. Pursuant to the provisions of Clause 3B. IV of the General Circular No. 20/2020 dated 05th May, 2020 the matter of Special Business as appearing in item no. 2 of the of the above accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The facility of participation through OAVM is available to all members without any restriction.
4. **AS THE MEETING IS BEING HELD VIA OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE**
5. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 01:15 pm and shall be closed after the expiry of 15 minutes of the scheduled time
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, to be transacted at the AGM, is annexed hereto.
7. Attendance of members present through OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013
8. The Chairman of the meeting will be appointed as under:
  - 8.1 The members present shall elect the Chairman on show of hands.
  - 8.2 By a poll. Members may convey their votes by sending the same on the 'harinder@kcin.in' (Designated email), when a poll is required to be taken during the meeting on any resolution. Members shall send emails through their email addresses which are registered with the Company.
9. The Members will be allowed to pose questions during the course of the Meeting in regard to the financial statements and other matters. The queries can also be given in advance at 'harinder@kcin.in'.
10. Corporate Member intending to send their authorized representative to attend the Meeting are requested to send to the Company a scanned copy of certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

11. As the Annual General Meeting of the Company has been called on a shorter notice, members of the company are requested to give their consent in the prescribed format enclosed with the notice and submit the same electronically at the Designated Email, to conduct the 13<sup>th</sup> Annual General Meeting.
12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company up to and including the date of the Annual General Meeting of the Company.
13. During the 13<sup>th</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013.
14. In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA Circulars have clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated 15th April, 2020, the Company will hold the AGM through OAVM, without the physical presence of the Members at the registered office of the Company at Unit No. 506, 513 & 514, Tower B, Spazedge Commercial Complex, Sector-47, Sohna Road, Gurugram - 122002 Haryana. In view of the directions from MCA, the Meeting is being convened through OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue. Hence, no route map is being attached to this Notice.

15. **INSTRUCTION FOR JOINING THE MEETING THROUGH OAVM**

Members can join the meeting the OAVM facility by following the steps below:

1. Accepting the meeting invite sent on registered emails through Microsoft Teams.
2. Joining through the Meeting invite link as mentioned below (Click to follow link) :  
[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_YWEzNDZiNjgtY2ZhMi00OGY2LWFjMGUtNGU3YTYyODBhMwYw%40thread.v2/0?context=%7b%22Tid%22%3a%22fb5ea4b3-479a-4e25-bdc5-ceedeb8038ef0%22%2c%22Oid%22%3a%222e63b33a-8a24-4e5e-a979-0abb496ce63b%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_YWEzNDZiNjgtY2ZhMi00OGY2LWFjMGUtNGU3YTYyODBhMwYw%40thread.v2/0?context=%7b%22Tid%22%3a%22fb5ea4b3-479a-4e25-bdc5-ceedeb8038ef0%22%2c%22Oid%22%3a%222e63b33a-8a24-4e5e-a979-0abb496ce63b%22%7d)
3. Click the above link and the use will be redirected to teams.microsoft.com.
4. Enter your name and click Ask to join.
5. When someone in the meeting gives you access, you'll join it.

In case of any queries regarding OAVM facility before or during the meeting, Members may call at number +91-9810160240 or write to '[harinder@kcin.in](mailto:harinder@kcin.in)' to receive a response. Members desiring any assistance relating to joining the meeting are requested to write to us at least 24 Hours before the meeting to enable us to assist you effectively.



**EXPLANATORY STATEMENT**  
(Pursuant to section 102(1) of the Companies Act, 2013)

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 24<sup>th</sup> November, 2021 and shall be taken as forming part of the Notice.

**ITEM NO. 2**

The Members of the Company be and are hereby informed that Mr. Rengaiyan Singaravelu (DIN: 09070125) was appointed as an Additional Director with effect from 01<sup>st</sup> March, 2021, on the Board of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and rules made thereunder. An Additional Director of the Company shall hold office up to the date of ensuing Annual General Meeting.

Mr. Rengaiyan Singaravelu (DIN: 09070125), being eligible for appointment as Director, offered himself for appointment by the members of the Company.

Further pursuant to the provisions of section 2(54) and 196 of the Companies Act, 2013 and rule made thereunder (including any amendment therein or re-enactment thereof, if any), Mr. Rengaiyan Singaravelu (DIN: 09070125), who also has been appointed as a Managing Director of the Company under the provisions of section 196 of the Companies Act, 2013 and rule made thereunder (including any amendment therein or re-enactment thereof, if any), is also recommended for the appointment as Managing Director for the period of 5(Five) years with effect from 01<sup>st</sup> March, 2021, on such terms and conditions as may be agreed between the Company and Mr. Rengaiyan Singaravelu.

A brief profile of Mr. Rengaiyan Singaravelu (DIN: 09070125), is as follows:

<b>Name</b>	Mr. Rengaiyan Singaravelu
<b>Date of birth</b>	02/06/1973
<b>Age</b>	48 Years
<b>Qualification</b>	Bachelor of Engineering (Mechanical)
<b>Experience</b>	27 years
<b>Terms and conditions of appointment</b>	Managing Director for a period of 5 years w.e.f 01 <sup>st</sup> March, 2021
<b>Date of first appointment</b>	01 <sup>st</sup> March, 2021
<b>Remuneration sought to be paid</b>	As per employment contract with the Company
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial</b>	NA

<b>Personnel</b>	
<b>No. of Board meetings attended during the year</b>	2
<b>Other directorships, Membership/ chairmanship of committees of other Boards</b>	Additional Director in KC Cottrell Engineering Services Private Limited

Except Mr. Rengaiyan Singaravelu (DIN: 09070125), no other Director, Key Managerial Personnel or their relatives are concerned or interested in the above said resolution.

For this purpose, it is necessary to take the approval of members. The Board recommends that the above resolutions be passed as an ordinary resolution.

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the registered office of the Company situated at Unit No. 506, 513 & 514, Tower B, Spazedge Commercial Complex, Sector-47, Sohna Road, Gurugram - 122002 Haryana.

By order of the Board of Directors  
For **KC Cottrell India Private Limited**



**Rengaiyan Singaravelu**  
**Managing Director**  
**DIN: 09070125**

**Address:** Flat No. 3, Phase 2, BBC City Park 76, Anna Salai, Chinna Porur, Chennai- 600116 Tamil Nadu

Date: 24<sup>th</sup> November, 2021  
Place: Chennai

**CONSENT OF SHAREHOLDER FOR SHORTER NOTICE**

*[Pursuant to section 101(1) of Companies Act, 2013]*

To  
**The Board of Directors**  
**KC Cottrell India Private Limited**  
Registered office:  
Unit No. 506,513&514, Tower B,  
Spazedge Commercial Complex, Sector-47,  
Sohna Road, Gurugram-122002, Haryana

**Dear Sirs,**

I, \_\_\_\_\_ S/o or D/o of Mr. \_\_\_\_\_, resident of \_\_\_\_\_ Authorized Representative of M/s \_\_\_\_\_, Authorized vide its Board Resolution dated \_\_\_\_\_, holding \_\_\_\_\_ (\_\_\_\_\_) Equity share of Rs. 10/- in the Company hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold 13<sup>th</sup> Annual General Meeting at shorter notice through Other Audio Visual Means (“OAVM”) facility on Thursday, 25<sup>th</sup> day of November, 2021 at 01:30 pm IST (05:00 pm Korean Time) through Other Audio Visual Means (“OAVM”) facility at the deemed venue at registered office of the Company at Unit No. 506, 513 & 514, Tower B, Spazedge Commercial Complex, Sector-47, Sohna Road, Gurugram - 122002 Haryana.

(\_\_\_\_\_)

Date: \_\_\_\_\_