

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 12<sup>th</sup> Annual General Meeting of the members of KC Cottrell India Private Limited will be held at shorter notice on Thursday, 08<sup>th</sup> October, 2020 at 1130 HRS IST 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 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 31<sup>st</sup> March, 2020, 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.

**“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), audited annual Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profit & Loss and Cash Flow Statement for the financial year ended as on that date together with annexures, schedules and notes thereon and the reports of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

**SPECIAL BUSINESSES:**

2. To approve the appointment of **Mr. Na Kun Hyun (DIN: 08731289)** as 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 Sections 152 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), Mr. Na Kun Hyun (DIN: 08731289) originally appointed as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2020 under Section 161(1) of the Companies Act, 2013 & rules made thereunder, to hold office up to the date of forthcoming Annual General Meeting, be and is hereby appointed as Director of the Company.

**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. Na Kun Hyun (DIN: 08731289).”



3. To approve the appointment of **Mr. Philippe Delvaux (DIN: 02824194)** as 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 Sections 152 of the Companies Act, 2013 and rules made thereunder (including any amendment therein or re-enactment thereof, if any), Mr. Philippe Delvaux (DIN: 02824194) originally appointed as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2020 under Section 161(1) of the Companies Act, 2013 & rules made thereunder, to hold office up to the date of forthcoming Annual General Meeting, be and is hereby appointed as Director of the Company.

**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. Philippe Delvaux (DIN: 02824194).”

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



**Deokyoung Han**  
**Managing Director**  
**DIN: 07892827**  
**Address: Flat No. E-072, Tower- E, DLF The Crest**  
**DLF Phase-5, Sector-54, Gurugram, Haryana- 122001**

**Date: 06<sup>th</sup> October, 2020**  
**Place: Gurugram**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**
2. Kindly bring your copies of Annual Report to the meeting.
3. Members are requested to notify the Company immediately of any change in their address.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection 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, during normal business hours (9 AM to 6 PM) on all working days, upto and including the date of the Annual General Meeting of the Company.
6. The route map of the venue of the Annual General Meeting is enclosed and forms part of Notice of this meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, proxies lodged, register u/s 189 of the Companies Act, 2013 and other statutory registers will be available for inspection in the Annual General Meeting.
8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
9. 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 at the registered office of the Company, to conduct the Annual General Meeting.



**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 06<sup>th</sup> October, 2020 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. Na Kun Hyun (DIN: 08731289) was appointed as an Additional Director with effect from 31<sup>st</sup> March, 2020, 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. Na Kun Hyun (DIN: 08731289), being eligible for appointment as Director, offered himself for appointment by the members of the Company.

A brief profile of Mr. Na Kun Hyun (DIN: 08731289), is as follows:

<b>Name</b>	Mr. Na Kun Hyun
<b>Date of birth</b>	17/09/1968
<b>Age</b>	52 Years
<b>Qualification</b>	Bachelor's Degree
<b>Experience</b>	25 years
<b>Terms and conditions of appointment</b>	Nil
<b>Date of first appointment</b>	31 <sup>st</sup> March, 2020
<b>Remuneration sought to be paid</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial Personnel</b>	NA
<b>No. of Board meetings attended during the year</b>	3
<b>Other directorships, Membership/ chairmanship of committees of other Boards</b>	Additional Director in KC Cottrell Engineering Services Private Limited

Except Mr. Na Kun Hyun (DIN: 08731289), 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.

### **ITEM NO. 3**

The Members of the Company be and are hereby informed that Mr. Philippe Delvaux (DIN: 02824194) was appointed as an Additional Director with effect from 31<sup>st</sup> March, 2020, 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. Philippe Delvaux (DIN: 02824194), being eligible for appointment as Director, offered himself for appointment by the members of the Company.

A brief profile of Mr. Philippe Delvaux (DIN: 02824194), is as follows:

<b>Name</b>	Mr. Philippe Delvaux
<b>Date of birth</b>	01/06/1959
<b>Age</b>	61 Years
<b>Qualification</b>	Master Degree in Engineering
<b>Experience</b>	37 years
<b>Terms and conditions of appointment</b>	Nil
<b>Date of first appointment</b>	31 <sup>st</sup> March, 2020
<b>Remuneration sought to be paid</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial Personnel</b>	NA
<b>No. of Board meetings attended during the year</b>	3

**Registered Office:** Suite no.506,513&514, 5<sup>th</sup> Floor, Tower - B, Spazedge, Sector 47, Sohna Road, Gurgaon, Haryana -122002, India  
Tel: +91-124-487-4800 • Fax: +91-124-487-4820 • Website: [www.kccottrellindia.com](http://www.kccottrellindia.com) • CIN No.: U45400HR2008PTC038526

**Branch Office:** Room No. 12ES2, 12F, East Block, Mani Casadona, Action Area II, Rajarat, New Town, Kolkata-700156, West Bengal, India.  
Tel: +91-33-6134-4800 • Fax: +91-33-6134-4820

<b>Other directorships, Membership/ chairmanship of committees of other Boards</b>
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Additional Director in KC Cottrell Engineering Services Private Limited
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Except Mr. Philippe Delvaux (DIN: 02824194), 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**



**Deokyoung Han  
Managing Director  
DIN: 07892827**

**Address: Flat No. E-072, Tower- E, DLF The Crest  
DLF Phase-5, Sector-54, Gurugram, Haryana- 122001**

**Date: 06<sup>th</sup> October, 2020  
Place: Gurugram**



**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:** U45400HR2008PTC038526

**Name of the Company:** KC Cottrell India Private Limited

**Registered office:** Unit No. 506, 513 & 514, Tower B, Spazedge Commercial Complex, Sector-47, Sohna Road, Gurugram - 122002 Haryana

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We being the member of KC Cottrell India Private Limited, holding \_\_\_\_\_ shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company, to be held at shorter notice on Thursday , 08<sup>th</sup> October, 2020 at 1130 HRS IST 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited annual Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March, 2020, 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.

**SPECIAL BUSINESSES:**

2. To approve the appointment of **Mr. Na Kun Hyun (DIN: 08731289)** as Director of the Company.
3. To approve the appointment of **Mr. Philippe Delvaux (DIN: 02824194)** as Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of Shareholder

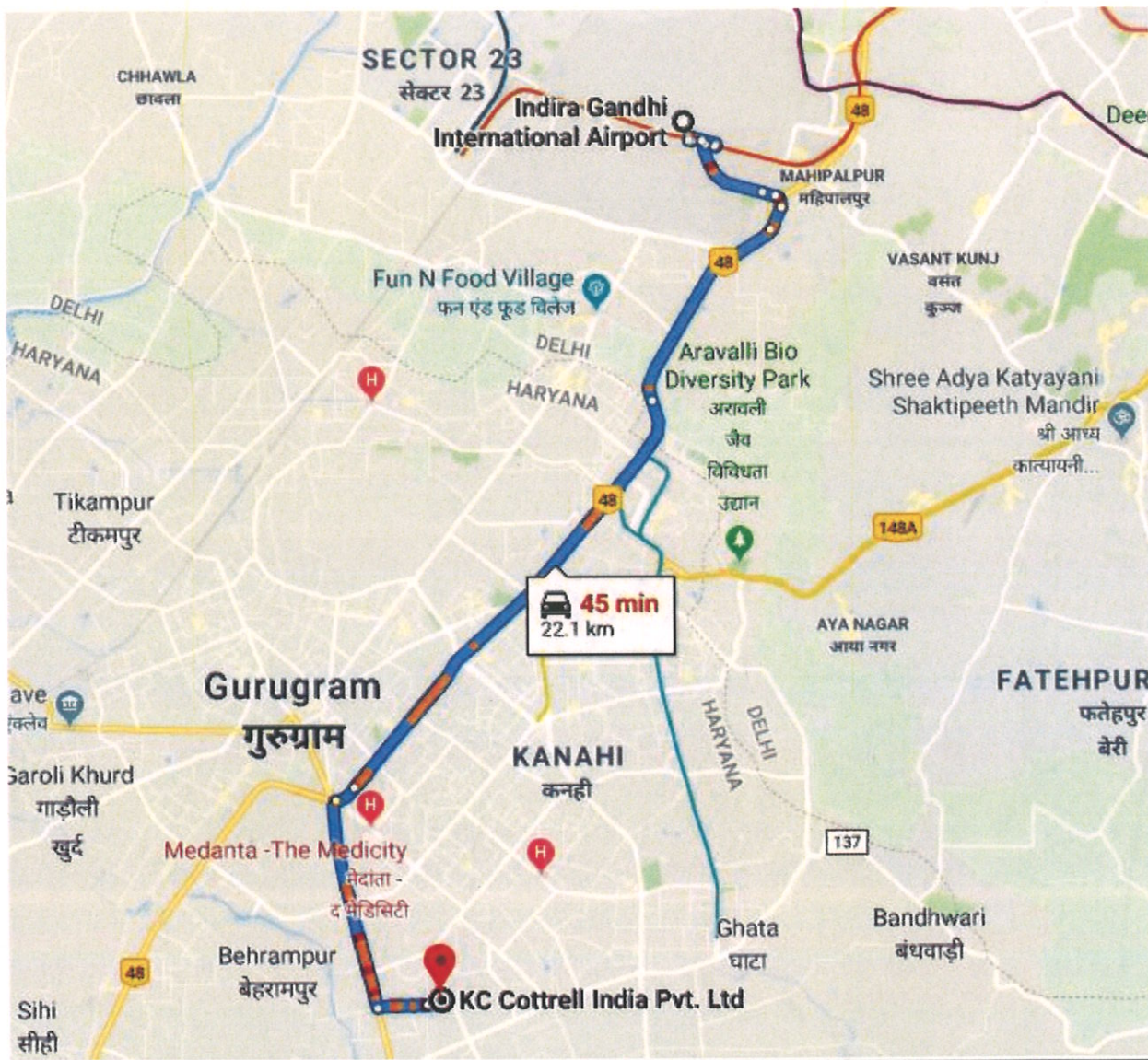
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**



**ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING OF  
KC COTTRELL INDIA PRIVATE LIMITED**



**Registered Office:** Suite no.506,513 & 514, 5<sup>th</sup> Floor, Tower - B, Spazedge, Sector 47, Sohna Road, Gurgaon, Haryana -122002, India  
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**CONSENT OF SHAREHOLDER FOR SHORTER NOTICE**

*[Pursuant to section 101(1) of the 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

**Dear Sirs,**

I/We, \_\_\_\_\_, S/o or D/o of Mr. \_\_\_\_\_, resident of \_\_\_\_\_ Authorized Representative of \_\_\_\_\_, Authorized vide its Board Resolution dated \_\_\_\_\_, holding \_\_\_\_\_ Equity Shares of Rs.1/- each, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 12<sup>th</sup> Annual General Meeting of **KC Cottrell India Private Limited** at shorter notice on 08<sup>th</sup> October, 2020 at 1130 HRS IST 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 .

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

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