



## **NOTICE**

**NOTICE** is hereby given that the **28<sup>th</sup> Annual General Meeting** of the Members of the Company will be held on **Wednesday, the 27<sup>th</sup> September, 2017 at 09.30 A. M.** at the Registered Office of the Company at **R. S. No. 37, Nagore Road, T.R. Pattinam, Karaikal, Pondicherry 611002** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements for the period ended 31<sup>st</sup> March, 2017 and the Board's Report and Auditors' Report thereon.
2. To appoint a Director in the place of Mr. Charles Navis Rufus (DIN 00004027) who retires by rotation and, being eligible, offers himself for re-appointment.
3. **Appointment of Auditors**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, **M/s. RANGAN & KRISHNAN** (Firm Registration No. **003054S**) Chartered Accountants, Chennai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Third AGM of the Company to be held in the year 2022 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed by and between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS:**

4. **Ratification of Cost Auditors' Remuneration**

To ratify the payment of remuneration to the Cost Auditor for the financial year 2017-18 and in this regard 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to **M/s. S. ASHOK KUMAR & CO.**, (Firm Registration No. 101066), Cost Accountants, Chennai appointed by the Board of Directors of the Company as Cost Auditors for carrying out Cost Audit of the Company for the financial year 2017-18 amounting to Rs.50,000/- (Rupees Fifty Thousand only) per annum plus reimbursement of out of pocket



expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Appointment of Independent Director**

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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, **Mr. GOVINDAN NAINAMALAI (DIN 07559783)**, be and is hereby appointed as Independent Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 27<sup>th</sup> September, 2017.”

**By the Order of the Board  
of Kiran Global Chem Limited**

Regd. Office:  
R.S. No. 37, Nagore Road,  
T.R. Pattinam, Karaikal,  
Pondicherry 611002

**T. Bhuvanewari  
Company Secretary**

Date: 23.08.2017  
Place: Pondicherry

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. An instrument appointing a proxy in order to be valid/ effective must be duly filled in all respects and should be lodged with Company at its Registered Office at least 48 hours before the commencement of the meeting.

A person appointed as a proxy shall act on behalf of such number of Member(s) not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, 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 proxy for any other person or shareholder.

2. Bodies Corporate Members are requested to send a certified copy of the Board resolution authorising their representatives to attend and vote at the meeting pursuant to provisions of Sections 113 of the Companies Act, 2013.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.
4. The Register of Directors and their Shareholding, Register of Contracts with Related Parties and Contracts and Bodies in which Directors are interested and Register of Proxies would be available for inspection by the Members at the meeting.



## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

### **Item No. 4:**

The Board at its meeting held on 23<sup>rd</sup> August, 2017, on the recommendation of the Audit Committee, had re-appointed M/s. **S. ASHOK KUMAR & CO.**, (Firm Registration No. 101066), Cost Accountants, Chennai for carrying out Cost Audit of the Company for the financial year 2017-18 for remuneration of Rs.50,000/- per annum plus reimbursement of out of pocket expenses.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors which is recommended by the Audit Committee shall be considered and approved by the Board of Directors and subsequently ratified by the shareholders. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at Item No.4 for your consideration and ratification.

### **Item No. 5:**

**Dr. Govindan Nainamalai (DIN 07559783)**, proposed Director (Independent) is a well-educated and experienced person with good administrative skills. **Dr. Govindan Nainamalai**, a retired IAS Officer, has handled various administrative roles including District Collector and got exposure in various Public Sector Undertakings and Government Departments. Therefore, your Board deemed it fit to appoint him as a Non-Executive Independent Director of the Company due to his Professional background and vast administrative experience. The appointment, if made, shall be pursuant to Sections 149, 150 & 152 and Schedule IV of the Companies Act, 2013 and the rules made thereunder.

A brief profile of Dr. Govindan Nainamalai is given below for the perusal of the Members:

<b>PROFILE</b>	
<b>Name</b>	<b>GOVINDAN NAINAMALAI</b>
<b>DIN</b>	<b>07559783</b>
<b>Educational Qualification</b>	M.Sc., Biology – Madras University M.Sc., Economics in Developmental Policy & Planning – Wales University, U. K. Ph.D in Pollution – Bharathiar University, Coimbatore. Indian Administrative Service (IAS) conducted by Union Public Service Commission
<b>Years of Experience</b>	40 Years
<b>Posts Held during 1978 to 2011</b>	In the Research Department, Government of India Deputy Secretary, Protocol MD, Tourism Development Corporation, Government of



	Tamil Nadu District Collector, Coimbatore, Tamil Nadu Commissioner, Department of Agriculture Secretary, Housing & Urban Development, Government of Tamil Nadu Secretary, Rural Development, Government of Tamil Nadu Chairman & MD, Tamilnadu Industrial Explosives Limited (TIEL) Chairman & MD, Tamilnadu Minerals (TAMIN) Chairman & MD, Department of Civil Supplies, Tamil Nadu Special Commissioner, Prohibition & Excise, Tamil Nadu Secretary, Department of Labour Welfare, Tamil Nadu Chairman & MD, SIPCOT
<b>Post Retirement</b>	Consultant, Food and Agricultural Organisation, Government of Indonesia.

His greatest achievement was reviving TIEL into a huge profit making Company from a Sick Industrial Company. Almost all the organizations turned profitable during his tenure under his able leadership. Labour Welfare was of his prime importance wherever he administered.

The Company has received a declaration of independence from Dr. Govindan Nainamalai. In the opinion of the Board, Dr. Govindan Nainamalai fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.kiranglobal.com](http://www.kiranglobal.com)

None of the Directors or Key Managerial Personnel and their relatives, except Dr. Govindan Nainamalai is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item No. 5 for approval of the Members.