

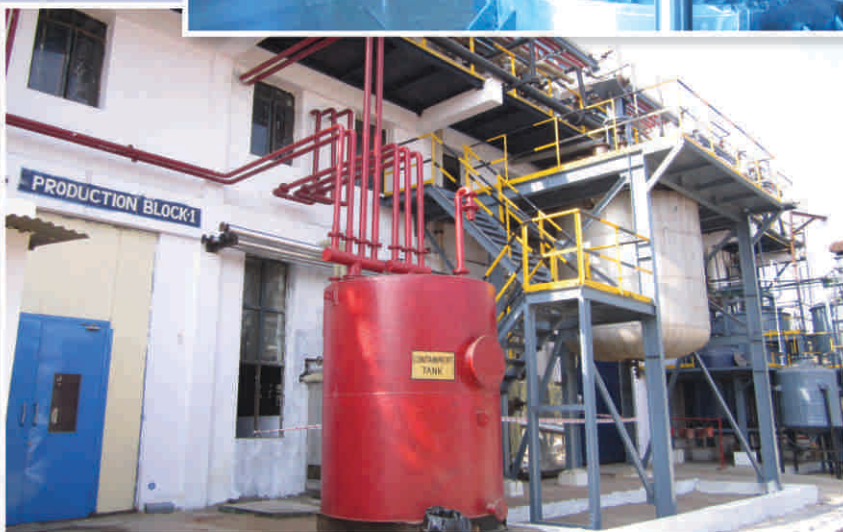


ALKALI METALS LTD.,

An ISO 9001 & 14001, API COMPANY and EXPORT HOUSE



ANNUAL REPORT 2018-19



**BOARD OF DIRECTORS**

DR. YADAV J. S.	CHAIRMAN
SRI. JAYARAMAN G.	DIRECTOR
SRI. SURYAPRAKASH RAO K.V.	DIRECTOR
SRI. VENKATA RAO Y. S. R.	MANAGING DIRECTOR
SMT. LALITHYA POORNA Y.	DIRECTOR
MR. PRASHANTH Y.V.	DIRECTOR
SRI. SANKARA RAO P.	CFO (up to 31 st December 2018)
Ms. UMA KUMARI K.	CFO (from 5 th February 2019)

BANKERS

STATE BANK OF INDIA
Commercial Branch,
Bank Street, Koti,
Hyderabad - 500 095.

AUDITORS

M/s. C K S ASSOCIATES,
CHARTERED ACCOUNTANTS
Nagarjuna #87, Road # 3,
Gaganmahal Colony,
Hyderabad - 500 029.

REGISTERED OFFICE & FACTORIES

Plot B-5, Block III,
Industrial Development Area, Uppal,
Hyderabad - 500 039.

Sy.No. 299 to 302,
Dommara Pochampally Village,
Qutubullapur Mandal, Medchal District - 500 043.

Plot No. 36, 37 & 38
JN Pharma City,
Visakhapatnam - 531 019.

REGISTRARS AND SHARE TRANSFER AGENTS

M/s. CAMEO CORPORATE SERVICES LIMITED
Subramanian Building,
No.1, Club House Road,
Chennai - 600 002.

**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 51st Annual General Meeting of M/s. Alkali Metals Limited will be held on Saturday the 3rd August, 2019 at 12:00 Noon, at the Registered Office of the Company situated at # B-5, Block III, IDA, Uppal, Hyderabad - 500 039 to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2019 and the Statement of Profit & Loss for the financial year ended as on that date i.e financial statements and the reports of the Directors, Auditors thereon.
- 2) To elect a director in place of Mr. Y.V. Prashanth (DIN: 00345418) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To declare dividend for the financial year 2018-19.
- 4) To appoint M/s. Nagendrasundram & Co, Chartered Accountants (FRN 005355S) as the statutory auditors of the company and if thought fit, to pass with or without modification the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to provisions of Section 139(1) of the Companies Act, 2013 and the rules made there under, M/s. Nagendrasundram & Co, Chartered Accountants, Hyderabad (FRN 005355S) be and are hereby appointed as Statutory Auditors in the place of M/s. C K S Associates, Chartered Accountants, Hyderabad who's period of office is completed in terms of section 139(2), from the conclusion of this Annual General Meeting until the conclusion of the 6th consecutive Annual General Meeting (i.e till the AGM to be held in the year 2024), at a remuneration as may be fixed by the Board”

SPECIAL BUSINESS:

- 5) 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, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act and applicable regulations of the SEBI (LODR) Regulations, 2015, (as amended from time to time) Sri Kotamarthy Venkata Surya Prakash Rao (DIN:06934146), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th October, 2018 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 15th October, 2018 to 14th October, 2023.”



- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act and applicable regulations of the SEBI (LODR) Regulations, 2015 (as amended from time to time), Sri Jayaraman Ganapathy (DIN: 01461157), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 21st August, 2019 to 20th August, 2024”.
- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act and applicable regulations of the SEBI (LODR) Regulations, 2015 (as amended from time to time), Dr. Jhillu Singh Yadav (DIN: 02014136), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 21st August, 2019 to 20th August, 2024”.

By order of the Board of Directors
For Alkali Metals Limited

Place : Hyderabad
Dated : 27.05.2019

Y.S.R.VENKATA RAO
MANAGING DIRECTOR
DIN: 00345524

**Notes**

- 1) The Statement Pursuant to Section 102 of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
- 2) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member.
- 3) The instrument appointing a proxy, to be effective, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The Register of members and transfer books of the company will remain closed from Sunday the 28th July, 2019 to Saturday the 3rd August, 2019 both days inclusive.
- 5) Members, who hold shares in electronic / demat form are requested to furnish the change of address, details of their bank accounts, viz, name of the bank, full address of the branch, account no. etc., to their respective Depository Participants and who hold shares in physical form to the Company's Registrars and Transfer Agents M/s. Cameo Corporate Services Ltd., Subramanian Building, No.1, Club House Road, Chennai - 600 002 so as to enable the Company to incorporate the bank details on the dividend warrants.
- 6) Pursuant to Section 72 of the Companies Act, 2013 and the Rules made there under the members holding shares in single name may, at any time, nominate in form SH-13, any person as his / her nominee to whom the securities shall vest in the event of his / her death. Nomination would help the nominees to get the shares transmitted in their favor without hassles. Members desirous of making any cancellation / variation in the said nomination can do so in SH-14.
- 7) Members seeking information or clarification on the Accounts are requested to send their queries in writing to the company one week before the date of AGM, to enable the management to prepare with replies.
- 8) Members holding shares in identical order of names in more than one folio are requested to write to the company's Registrars & Transfer Agents enclosing their share certificates to enable consolidation of their shareholdings in one folio. As per the amended provisions based on the PAN, all different folios of the same PAN will be treated as one folio.
- 9) Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer the web site of the Company **www.alkalimetals.com** for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund)



Amendment Rules, 2017.

As per Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed by the respective shareholders. Company had transferred unpaid / unclaimed dividend till the financial year 2010 - 2011 along with underlying shares to IEPF authorities. Company will initiate the necessary steps on due dates to transfer shares held by the members to IEPF along with dividend remaining unpaid / unclaimed thereon.

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting an online application in the prescribed Form IEPF-5 available on the website **www.iepf.gov.in** and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

- 10) The brief profile of the directors being re-appointed are furnished in Corporate Governance Report forming part of the Annual Report.
- 11) Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose E-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their E-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
- 12) Members may also note that the notice of 51st Annual General Meeting and Annual Report for 2019 will be available on the Company's website **www.alkalimetals.com**
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Transfer Agents of Company.
- 14) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members with facility to exercise their right to vote at the 51st Annual General Meeting (AGM) by electronic means and the business may be transacted through remote E-voting Services provided by Central Depository Services (India) Limited (CDSL).



The E-voting period commences on Wednesday the 31st July, 2019 (09:00 A.M.) and ends on Friday the 2nd August, 2019 (05:00 P.M). During this period shareholders of the Company, holding shares as on cut-off date of Saturday the 27th July, 2019 either in physical form or in dematerialized form, may cast their vote electronically. The E-voting portal shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company. A member who has cast his / her vote by electronic means are entitled to attend the AGM but not entitled to vote again at the AGM.

CS B. Venkatesh Babu, Company Secretary in Practice (F6708) has been appointed as the scrutinizer to scrutinize the remote E-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and he will submit his report within the period not exceeding three working days from the conclusion of E-voting. The Chairman will declare the results on or after the AGM of the Company accordingly and will also be placed at the company website and also forward the same to the stock exchanges where the shares has been listed.

15) The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Wednesday the 31st July, 2019 (09:00 A.M.) and ends on Friday the 2nd August, 2019 (05:00 P.M). 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 Saturday the 27th July, 2019, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the E-voting website **www.evotingindia.com**
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.



- (viii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (Electronic Voting Sequence Number) for the relevant company **Alkali Metals Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvii) You may also retain a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

- 16) The route map for the AGM Venue is provided on the last page of the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

M/s. C K S Associates, Chartered Accountants were appointed for a term of 5 years during the Annual General Meeting held on 21st August, 2014 as per the provisions of the Section 139 of the Companies Act and their term of 5 years is going to be completed at the end of the ensuing Annual General Meeting. The audit firm will be completing a total term of 10 years and pursuant to the provisions of the Companies Act, 2013, they have to vacate their office mandatorily at the end of the ensuing Annual General Meeting.

The Company had identified M/s. Nagendrasundram & Co, Chartered Accountants (FRN 005355S) (Peer Review certificate No.010122), who expressed their willingness to be appointed by way of consent letter confirming their eligibility. The Audit Committee reviewed the same and after satisfying the credentials of the audit firm, recommended to the Board and the Board after review recommended their appointment as Statutory Auditors for a period of 5