

TO SHAREHOLDERS

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of **YKM INDUSTRIES LIMITED** will be held on Friday the 28th day of September 2018 at 3.30 P.M at Treebo Majestic Inn - Parthasarathi Puram, Bazullah Road, T Nagar, Chennai, 600017 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Yerabhagha Meera Reddy** [DIN:00591080] who retires by rotation and being eligible offers himself for re-appointment.
3. 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 139 and other applicable provisions if any of the Companies Act 2013 and the Companies (Audit and Auditors Rules) 2014 including any Statutory modification or Re-enactment thereof for the time being in force **M. Krishna Kumar & Associates** (Firm Regn. No.006853S) (Membership No. 203929) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jothilingam. S Chartered Accountants (Firm Reg No. 000433S) (Membership No. 219301), and is hereby appointed as Statutory Auditors of the Company for a period of three years with effect from the Conclusion of the forthcoming AGM till the conclusion of the 27th AGM to be held in the year 2021, at an Annual remuneration as may be decided by the Board plus out of pocket expenses subject to the approval of members in the forthcoming Annual General Meeting of Members."



SPECIAL BUSINESS:

4. 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 provision of Section 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. ShaileshRajagopalan, (DIN: 01855598) who was appointed as an additional director with effect from July, 26 2018 and in respect of whom a Notice has been received from a Member proposing his candidature as per Section 160 of the Companies Act, 2013 and holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Non Executive Director of the Company liable to retire by rotation."

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 provision of Section 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 **Mr. Kalpesh Kumar**, DIN: 07966090 who was appointed as an Additional director with effect from July, 26 2018 and in respect of whom a Notice has been received from a Member proposing his candidature as per Section 160 of the Companies Act, 2013 and holds office till the date of the AGM in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Executive Director of the Company liable to retire by rotation."

6. To consider and if thought fit to pass with or without modification(s), the following resolution as an Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 and other applicable and related provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), subject to approval of the shareholders of the Company in the forthcoming general meeting to appointment **Mr. Kalpesh Kumar**, DIN: 07966090, as Managing Director of



the Company for a period of 3 years in compliance with the provisions of Section 196 and payment of monthly remuneration not exceeding Rs 5,00,000/-(Rupees Five Lakhs only) to him by way of Salary, commission, perquisites and allowances for the period from 28th September, 2018 to 25th September 2021."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the quantum of Remuneration payable to Mr. Kalpesh Kumar as Managing Director of the Company, from time to time within the aforesaid limits."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

7. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED that pursuant to Section 149, 150, 152 and other provisions of the Companies Act 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16 (1) (b) and 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Mr. Hem Senthil Raj holding (DIN 06760725) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 26th, 2018 and who holds office until the date of the AGM in terms of Section 161 of the Company's Act, 2013 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his/her intention to propose Mr. Hem Senthil Raj holding (DIN 06760725) as a candidate for the office of the Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years till the conclusion of 27th AGM to be held in the year 2021."



8. To consider and if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 149, 152 and other provisions of the Companies Act 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16 (1) (b) and 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Mrs Jamuna Ravikumar holding (DIN 08009308) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 26, 2018 and who holds office until the date of the AGM in terms of Section 161 of the Company's Act, 2013 and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 his/her intention to propose Mrs Jamuna Ravikumar as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Women Director of the Company to hold office for a term of three consecutive years till the conclusion of 27th AGM to be held in the year 2021."

9. To consider and if thought fit to pass with or without modification(s), the following resolution as an Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, Chennai, the consent of the Company be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

- (a) The style of clause numbers of the memorandum of association be changed from Roman numeric to English numeric like 1st, 2nd, 3rd etc.;
- (b) The existing Clause III(A), "The main Objects to be pursued by the Company on its incorporation are" be substituted by the new sub-heading "3(a) - The Objects to be pursued by the Company on its incorporation are";
- (c) Substitute in Clause III(B) with the new sub-heading "3(b) - Matters which are necessary for furtherance of the Objects specified in Clause 3(a)";

(d) The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013 "4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

e) The existing Capital clause Roman V to be Substituted as Numeric 5 i n line with Schedule I of the Companies Act 2013

f) The existing Subscription clause Roman VI to be Substituted as Numeric 6 in line with Schedule I of the Companies Act 2013 .

"RESOLVED FURTHER THAT the Memorandum of Association incorporating the aforesaid alterations placed before the Meeting be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act. 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders be and is hereby accorded, and subject to the approval of the Registrar of Companies, Chennai, the object clause III (A) of the Memorandum of Association of Company be and are hereby amended by Substituting existing clauses 1, 2 and 3 to the main objects of the Memorandum of Association of Company with the following new clauses:

1.To carry on in India or Abroad the business of Establishing, Commissioning, Setting-up, Operating, Managing and Maintaining, providing support services for power generation based on either conventional or non-conventional resources. To Own and/or Operate or Acquire, in any manner, for supply of Energy through evacuation, transmission, distribution, trading or supply of



energy, either by establishing new infrastructure or using hitherto established infrastructure.

2. To carry on in India or Abroad the business of Designing and Planning, Development, Construction, Managing, Operations & Maintenance including Distribution and Billing, of Infrastructure Projects, including but not limited to, Energy Parks and other manifestations of Conventional and Non-Conventional energy resources, Industrial and Commercial Infrastructure facilities like Water Resources Management, Waste-Water Management, Roads, Highways and Bridges, Irrigation Projects and other utility services provided for facilitating Public conveniences.

3. To engage in India or Abroad, the business of trading in Carbon Credits, CDM(Clean Development mechanism), CER (Carbon Emission Reduction) and any other Ancillary benefits arising out of Generation, Distribution, Management of Power.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and such other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders be and is hereby accorded, and subject to the approval of the Registrar of Companies, Chennai, to append following sub clause 39 and 40,41 and 42 after the existing sub clause 39 of III (B) to the Memorandum of Association of Company.

39. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient. 40. To guarantee the payment of money unsecured or secured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instrument and securities of any company or of any Authority, Municipal, Local or otherwise of any person whosoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.

41. To purchase or by any other means acquire any free-hold, lease-hold or other property or any estate or interest whatever, any rights, privileges or easements over or in respect of any property and any shops, buildings, factories, mills, works roads, machinery, engines and any real or personal



property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

42. To enter into agreements with indigenous or foreign persons, firms or Companies or other incorporated bodies under any law of foreign countries, carrying on or engaged in or about to carry on or engaged in business or transactions, capable of being conducted and arrange for collaboration, technical, financial and otherwise on such terms as may be deemed to be beneficial or advantageous directly, to the Company and to execute such agreements and arrangements to advance the Company's interests.

10. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special resolution:

“RESOLVED that the pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 and subject to such other provisions as may be applicable from time to time, Subject to approval of Shareholders in the Forthcoming general meeting to the Board to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only) in excess of the aggregate of its paid up capital of the Company and its free reserves i.e., reserves not set apart for any specific purpose as per the latest annual audited Financial statements.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee or persons authorized by the Board, be and are hereby authorized to finalize, settle and execute such documents/ deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in their absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in regard to creating securities as aforesaid or other considered to be in the best interest of the company.”

11. 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 Section 180 (1) (a) of the Companies Act, 2013, Subject to approval of Shareholders in the Forthcoming general meeting, to the Board for selling, leasing, mortgaging and/or charging the whole or substantially the whole of the immovable and movable properties of the Company whosoever situate, present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain event to or in favour of Financial Institutions/Banks or any other person(s) for securing any loan obtained/ to be obtained, together with interest, costs, charges, expenses and any other money payable by the Company to them."

12. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special resolution:

"RESOLVED THAT pursuant to section 186 and all other applicable provisions if any of the Companies Act 2013 read with the relevant rule thereof (Including any statutory modification or re-enactment thereof for the time being in force) Subject to approval of Shareholders in the Forthcoming general meeting to authorize Board to Give loan to any person or other body corporate or

1. Give any guarantee or to provide any security in connection with a loan to any other body corporate or person

2. Acquire by way of subscription, purchase or otherwise the security of any other body corporate exceeding 60% of company's paid-up capital and its free reserves and security premium account or 100% of the free reserves and securities premium account whichever is more provided that the total loans or investments made guarantee given and securities provided shall not at any time exceed Rs. 200/- Crores (Rupees Two Hundred Crores only) over and above the permissible limits."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any questions or difficulty that may arise in regard to the proposed Loans or Guarantees or Securities or Investment and to do all such acts, deeds, matters or things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection thereof."

- 13. To consider and if thought fit to pass with or without modification the following as a Special resolution.**

RESOLVED THAT Pursuant to the provisions of Section 181 of the Companies Act 2013, Subject to approval of Shareholders in the Forthcoming general meeting to authorize Board to contribute charitable or other funds, not directly related to the business of the company or welfare of its employees any amount the aggregate of which will in any financial year of the company exceed an amount of five per cent of the company's average net profits as determined in accordance with the provision of section 197 of the said act for the three financial years immediately preceding, subject to a maximum of Rupees 1 Crore or 5 % of Net profits whichever is greater.

By Order of The Board/

Place: Chennai
Date: 26.07.2018

For YKM Industries Limited



Yerabhagha Meera Reddy
Managing director
DIN: 00591080



PROFILE OF THE DIRECTORS BEING RE-APPOINTED / APPOINTED

The brief resume of each of the Directors who are proposed to be appointed/re-appointed is given below:

Name of the Director	Mr. Yerabhadra Meera Reddy
Director Identification Number (DIN)	00591080
Date of Birth	08.10.1961
Date of Appointment	30.09.2004
Profile	Yerabhadra Meera Reddy 57 years aged has a bachelor's degree in Management and has good experience in business. Has been the promoter director of M/s. Sri Kausalya Constructions Ltd since inception and has contributed immensely for the growth of the company. He has been spearhead of marketing the properties to various IT Companies. She is also a Director in Sri Ayyan Constructions Private Limited, SKCL Property Management Services Private Limited, and Delphina Consultants Private Limited. She is retiring by rotation in the current year and being eligible offer himself for reappointment. The directors recommend her appointment.
Directorship in other Companies	<ul style="list-style-type: none"> • SKCL Property Management Services LLP-DP • SKCL Office Venture LLP-DP • Aalya Venture LLP - DP • Sri Ayyan Constructions Private Limited Director • Sri Kausalya Constructions Limited-Managing Director • SKCL Property Development Limited Director • SKCL Property Management Services Private Limited Director • Delphina Consultants Private Limited - Additional Director
Shareholding in the Company	24,16,460
Remuneration Sought to be paid	Nil