



KG Fabriks Limited

CIN : U65999TZ1994PLC005630

Registered Office : Plot No. FF - 1, SIPCOT IGC, Perundurai - 638 052

Ph: 0422 - 3019291 Fax: 0422 - 3019110 Email:csd@kgfabriks.com, www.kgfabriks.com

NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the TWENTY-THIRD ANNUAL GENERAL MEETING of the Members of KG FABRIKS LIMITED will be held on Tuesday, the 12th September 2017 at 4.30 p.m. at the Registered Office of the company at Plot No FF-1, SIPCOT IGC, Perundurai – 638052, Erode District to transact the following business:

ORDINARY BUSINESS

1. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2017, including Audited Balance Sheet as at 31st March 2017, Statement of Profit and Loss, Cash Flow Statement and the Reports of the Directors and Auditors thereon.

2. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

To appoint a Director in place of Shri A Velusamy, (DIN 00002204) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Gopalaiyer & Subramanian, Chartered Accountants, Coimbatore (ICAI Registration No.000960S) as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs.1.00 Lakhs plus service tax and reimbursement of out of pocket expenses for the financial year 2017-18.”

SPECIAL BUSINESS

4. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs.65,000/- (Rupees Sixty five thousand only) plus service tax and out-of-pocket expenses payable to Shri M Nagarajan, Cost Accountant, (M No. 6384) who have been appointed by the Board of Directors as the Cost Auditor of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2018.”

Coimbatore
07.07.2017

By Order of the Board

KG Baalakrishnan

(DIN 00002174)

Chairman



NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON HIS / HER BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

The Instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.

2. Statement of Material facts pursuant to Section 102 of the Companies Act, 2013 for Item No.4 of the Notice is annexed hereto.
3. Re-appointment of Directors.
At the ensuing Annual General Meeting Shri A Velusamy retires by rotation and being eligible offer himself for re-appointment.
4. Members are requested to notify any change in their address to Company's Registered Office immediately.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 6th September 2017 to Tuesday 12th September 2017 (both days inclusive).
6. As per green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company to enable service of documents such as Notice, Annual Report etc., in electronic form.

7. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) on the items mentioned in the notice by electronic means through e-voting Services provided by CDSL.

- a) As the Company, being a Unlisted Public Company and having more than 1000 Shareholders, is compulsorily required to provide e-voting facility to its members in terms of Section 108 of the Companies Act, 2013 read with the Rules made there under with effect from 01.01.2015 it has engaged the service of Central Depository Service Limited (CDSL), as the authorised agency to provide the e-voting facilities. The instructions for e-voting is provided below.
 - b) The facility for voting through Ballot Paper shall be made available at the Annual General Meeting and the members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by 'Remote e-voting' may vote at the meeting through Ballot paper.
 - c) The e-voting period commences on Saturday, 9th September 2017 at 9.00 a.m and ends on Monday, 11th September 2017 at 5.00 p.m During this period shareholders' of the Company as on the cut-off date (record date) of 5th September 2017, may cast their vote electronically. The e-voting module 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.
-



- d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 5th September 2017.
- e) Shri M.R.L.Narasimha FCS, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- g) The Results shall be declared on or after the AGM of the Company along with the Scrutinizer's Report

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are a first time user follow the steps given below:

| | For Members holding shares in Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none">● Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number (which is printed in address label as sl no) 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) | 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. 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). |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant KG FABRIKS LIMITED on which you choose to vote.



-
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Note for Non – Individual Shareholders and Custodians
- o 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.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - o 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.
 - o The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - o 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.
- (xvii) 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.

Coimbatore
07.07.2017

By Order of the Board
KG Baalakrishnan
(DIN 00002174)
Chairman



STATEMENT OF MATERIAL FACTS CONCERNING ITEM NO.4 OF THE SPECIAL BUSINESS

(Annexed to notice pursuant to Section 102 of the Companies Act, 2013)

ITEM No.4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Shri M Nagarajan, Cost Accountant as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2018 at the remuneration of Rs.65,000/-p.a.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31st, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid ordinary resolution.

Coimbatore
07.07.2017

By Order of the Board
KG Baal Krishnan
(DIN 00002174)
Chairman

ROUTE MAP TO THE VENUE OF THE AGM

