

NOTICE

NOTICE is hereby given that the **26th Annual General Meeting** of the Members of the Company will be held on **Wednesday, the 30th September, 2015 at 11.00 AM** 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 Audited Financial Statements for the period ended 31st March, 2015 and the Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Manmohan Singh Jain (DIN: 00004020) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Charles Navis Rufus (DIN: 00004027) who retires by rotation and, being eligible, offers himself for re-appointment.
4. **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. S P ASSOCIATES**, (Firm Registration No. 005506S), Chartered Accountants, Chennai be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) 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:

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

To ratify the payment of remuneration to the Cost Auditor for the financial year 2015-16 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 2015-16 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.”

6. **Ratification of Appointment of Managing 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 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the terms and conditions of the Appointment of **Mr. ATUL JAIN** (DIN 00005584) as the Managing Director of the Company for a period of 5 years, with effect from 27th March, 2015, and the Remuneration payable to him for a period of 3 years, with effect from 27th March, 2015, upon the terms and conditions agreed under the contract (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) and as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment / remuneration in such manner as may be agreed by and between the Board and Mr. Atul Jain.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

7. **Ratification of Appointment of Whole-Time 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 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the Appointment of **Mr. MANMOHAN SINGH JAIN** (DIN 00004020) as the Whole-Time Director of the Company for a period of 5 years, with effect from 27th March, 2015 and the Remuneration payable to him, upon the terms and conditions agreed under the contract (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) and as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment / remuneration in such manner as may be agreed by and between the Board and Mr. Manmohan Singh Jain.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

8. Appointment of Woman 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, and 152 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 **Mrs. Chetan Meghna Jain** (DIN 02028073), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting 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 her candidature for the office of Director, be and is hereby appointed as the Woman Director of the Company.”

9. 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. Salam Rajendra Babu (DIN 02680703)**, who was appointed as an Additional Director of the Company with effect

from 2nd March, 2015 under Section 161 of the Companies Act, 2013, and who hold office up to the date of this Annual General Meeting 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 her 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 30th September, 2015.”

**By the Order of the Board
For Kiran Global Chems Limited**

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

**T. Bhuvaneshwari
Company Secretary**

Date: 07.09.2015
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. 5:

The Board at its meeting held on 13th August, 2015, 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 2015-16 on 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.5 for your consideration and ratification.

Item No. 6:

Mr. ATUL JAIN (DIN 00005584) who was appointed as Director of the Company with effect from 20.07.2002, has been appointed/re-designated by the Board of Directors in their Meeting held on 27th March, 2015 as the Managing Director (hereinafter MD) of the Company for a period of five years subject to ratification in the General Meeting. The Terms of Appointment of Mr. Atul Jain and his Remuneration are extracted below for Members' perusal and approval:

Mr. Atul Jain having DIN 00005584 is a Bachelor in Computer Science from Illinois Institute of Technology, Chicago, USA. He was appointed as the Director of the Company with effect from 20.07.2002. He is a Second Generation Entrepreneur and the younger son of Mr. Manmohan Singh Jain, Promoter Director of the Company. As per the contract signed by and between the Company and Mr. Atul Jain, the Terms of Remuneration shall be revised after three years from the date of his appointment.

1. **Tenure of Appointment:** The appointment of MD is for a period of five years with effect from 27.03.2015.
2. **Nature of Duties:** The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such Associated Companies/Subsidiaries or any other

Executive Body or a Committee of such a Company.

3. **Remuneration:** The MD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:
 - a. **Remuneration:** (i) Basic Salary upto a maximum of Rs.2,40,000/- (Rupees Two Lakhs and Forty Thousand only) per month in the Scale of Rs.2,40,000/- to Rs.3,00,000/-. (ii) Incentive/Commission equivalent to 1% of the Net Profits of the Company, subject to a ceiling of an amount equal to annual salary. (iii) Perquisites, Benefits and Allowances as agreed between the Board and Mr. Atul Jain.
 - b. **Remuneration in the Event of Loss:** Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to Incentive / Commission being restricted to 50% of annual salary and applicable provisions of Schedule V to the Companies Act, 2013.
4. **Other Terms of Appointment:**
 - i. The terms and conditions of the appointment of the MD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD subject to such approvals as may be required.
 - ii. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

In compliance with provision of Sections 196, 197, and Section 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Directors recommend the resolutions set out in Item No.6 of the accompanying notice.

No other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions except Mr. Atul Jain and Mr. Manmohan Singh Jain.

Item No. 7:

Mr. MANMOHAN SINGH JAIN (DIN 00004020) is the promoter Director of the Company. Being one of the First Directors of the Company, and devoting his full time for the Company, the Board of Directors, as it deemed fit, in their Meeting held on 27th March, 2015 appointed/re-designated him as the Whole-Time Director (hereinafter WTD) of the Company for a period of five years subject to ratification in the General Meeting. The Terms of Appointment of Mr. Manmohan Singh Jain and his Remuneration are extracted below for Members' perusal and approval:

Mr. Manmohan Singh Jain having DIN 00004020 is a B. TECH Agricultural Engineer from Punjab University. He is the First Generation Entrepreneur and Promoter Director of the Company. He possesses vast experience in Chemical Industry and is the Chairman of MSJ Group Companies. As per the contract signed by and between the Company and Mr. Manmohan Singh Jain, the Terms of Remuneration shall be revised after three years from the date of his appointment.

1. **Tenure of Appointment:** The appointment of WTD is for a period of five years with effect from 27.03.2015.
2. **Nature of Duties:** The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.
3. **Remuneration:** The WTD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:
 - a. **Remuneration:** (i) Basic Salary upto a maximum of Rs.2,40,000/- (Rupees Two Lakhs and Forty Thousand only) per month in the Scale of Rs.2,40,000/- to Rs.3,00,000/-. (ii) Incentive/Commission equivalent to 1% of the Net Profits of the Company, subject to a ceiling of an amount equal to annual salary. (iii) Perquisites, Benefits and Allowances as agreed between the Board and Mr. Manmohan Singh Jain.
 - b. **Remuneration in the Event of Loss:** Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid, subject to Incentive / Commission being restricted to 50% of annual salary and applicable provisions of Schedule V to the Companies Act, 2013.
4. **Other Terms of Appointment:**
 - i. The terms and conditions of the appointment of the WTD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the WTD subject to such approvals as may be required.
 - ii. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

In compliance with provisions of Sections 196, 197, and Section 203 and Schedule V and

other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Directors recommend the resolutions set out in Item No.7 of the accompanying notice.

No other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions except Mr. Manmohan Singh Jain and Mr. Atul Jain.

Item No. 8:

Mrs. Chetan Meghna Jain (DIN : 02028073) was appointed as an Additional Director by your Board in their Meeting held on 2nd day of March, 2015 to comply with the mandatory provision of having a Woman Director under Section 149 and the rules prescribed thereunder. Her term as Director expires at the ensuing Annual General Meeting. Now your Board recommends her appointment to the Members in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director as a Woman Director to be appointed under the provisions of Sections 149 and 152 of the Companies Act, 2013.

Mrs. Chetan Meghna Jain is a Bachelor Degree holder in Fine Arts. She is the daughter of Mr. Manmohan Singh Jain, Whole-Time Director and sister of Mr. Atul Jain, Managing Director. The Company has received from Mrs. Chetan Meghna Jain (i) Consent in writing to act as Woman Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) Intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Except Mrs. Chetan Meghna Jain, Mr. Manmohan Singh Jain and Mr. Atul Jain, none of the Directors, Key Managerial Personnel or their relatives, are interested or concerned in the Resolution.

The Board seeks approval of the Members for the appointment of Mrs. Chetan Meghna Jain as Woman Director of the Company vide the resolution set out at Item No. 8.

Item No. 9:

The Board of Directors of the Company had appointed **Mr. Salam Rajendra Babu (DIN 02680703)**, as an Additional Director of the Company with effect from 2nd March, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Salam Rajendra Babu shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from a Member signifying his candidature as an Independent Director of the Company.

Mr. Salam Rajendra Babu, (DIN 02680703), a well-educated and experienced person in chemical industry holds a doctorate in Bio-chemistry. Due to his exposure in chemical industry, your Board deemed it fit to appoint him as a Non-Executive Independent Director of the Company pursuant to Sections 149, 150 & 152 and Schedule IV of the Companies Act, 2013 and the rules made thereunder.

The Company has received a declaration of independence from Mr. Salam Rajendra Babu. In the opinion of the Board, Mr. Salam Rajendra Babu 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

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Salam Rajendra Babu, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 9 for approval of the Members.