

EMC LIMITED

Regd. Office – “Constantia Office Complex”, (South Block), 8th Floor, 11 Dr. U. N. Brahmachari Street, Kolkata – 700017

CIN: U31901WB1953PLC021044

Website – www.emcpower.com : e-mail id – info@emcpower.com

NOTICE

NOTICE is hereby given that the Sixty First Annual General Meeting of **EMC LIMITED** will be held on Monday, the 18th September, 2017, 10:00 a.m at its Beliaghata Unit situated at 51, Canal East Road, Kolkata – 700085 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2017, and the Reports of the Directors and Auditors thereon.
2. To elect a Director in place of Mr. Manoj Toshniwal (DIN: 00022787), who retires by rotation, and being eligible, offers himself for re-election.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** relating to ratification of appointment of Auditors of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s. SRB & Associates, Chartered Accountants, having registration no. 310009E allotted by the Institute of Chartered Accountants of India (ICAI), from whom certificate pursuant to section 139 of the Companies Act, 2013 has been received as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 at a remuneration to be mutually decided.”

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 provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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), Mr. Bijan Roy (DIN: 02668395), who was appointed as an Additional Director of the Company with effect from 3rd December, 2016, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd December, 2016.”

5. To ratify the appointment and remuneration of Cost Auditors 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 **Ordinary Resolution**:



“RESOLVED THAT subject to such guidelines and approval as may be required from the Statutory Authorities, the re-appointment of M/s. N. Radhakrishnan & Co., Cost Accountants as Cost Auditors of the Company to audit the Cost Records maintained by the Company for the Financial Year 2017-18 on a remuneration of Rs.50,000/- (Rupees Fifty Thousand only) plus Service Tax and all other out of pocket expenses, be and is hereby ratified.

Place: Kolkata
Date: 30.06.2017

By Order of the Board of Directors



Sumit Kumar Surana

Sumit Kumar Surana
Company Secretary
ACS 19243
C-16, Cluster-9,
Purbachal, Saltlake
Kolkata-97

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. The proxies, in order to be valid and effective, should be received at the registered office of the Company not later than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

2. 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 authorizing their representative to attend and vote on their behalf at the meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed till the date of Sixty First AGM.
6. Members holding shares in physical mode are requested to intimate changes in their address to the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited, 6 Mangoe Lane, Kolkata-700001. Members holding shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants.
7. Members are also requested to provide and register their e-mail id to the Company / Registrar and Share Transfer Agent of the Company so that all the information or future

communications, including providing the Annual Report of the Company to the shareholders in electronic mode can be facilitated.

8. The Shareholders are requested to write to the Registrar and Transfer Agents, M/s. Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd Floor, Kolkata – 700001 for any of their queries/clarifications/suggestions/grievances.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
10. Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of the Annual General Meeting, so as to enable the Company to keep the information ready.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection at the Company's Registered Office during business hours on all working days between 11.00 a.m. and 1.00 p.m. upto the date of AGM.

By Order of the Board of Directors

Place: Kolkata
Date: 30.06.2017



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Company Secretary
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Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice –

Item no. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Bijan Roy as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).

As an Additional Director, Mr. Bijan Roy holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Roy as a Director of the Company. The Company has also received a declaration from Mr. Roy confirming that he meets the criteria of independence as prescribed under the Act. Mr. Roy is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Roy fulfils the conditions for his appointment as an Independent Director as specified in the Act and he is independent of the management. He is a B.Com, FCA and CAIIB, with over 40 years of professional experience. He was associated with Allahabad Bank for over 36 years in various capacities and retired as GM in scale vii. After retirement, he served as an Adviser to Allahabad Bank for controlling and recovery of N.P.A till 2008. Since then, he is a Partner at M/s Kay & Kay Associates, an Audit firm, and engaged in rendering professional services to various clients. And is also an Independent Director of EMC Tower Limited, a wholly-owned subsidiary of our Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Roy and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly commended for your approval.

Item no. 5:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N. Radhakrishnan & Co., Cost Accountants, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 on a remuneration of Rs.50,000/- (Rupees Fifty Thousand only) plus Service Tax and all other out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for passing the resolution as set out in item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.



None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The resolution as set out in item no. 5 of this Notice is accordingly commended for your approval.

By Order of the Board of Directors

Place: Kolkata
Date: 30.06.2017



Sumit Kumar Surana
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