

# K2 SYSTEMS LIMITED

**CIN -L72200TG1989PLC010200**

**Plot No. 160, Patni Nagar, SP Road, Secunderabad, Telangana-500003 INDIA.**

**Ph: +91- 40-6666 7770: Fax: + 91- 40-6666 8880**

**E-mail: ktwosys@gmail.com**

Dear Fellow Shareholder(s),

Greetings from K2Systems Limited,

You are cordially invited to attend the 29th Annual General Meeting of the members of K2 Systems Limited to be held on Friday, 28th September, 2018 at 9:00 AM at the Registered office of the Company situated at Plot No. 160, Patni Nagar Sardar Patel Road, Secunderabad, Telangana 500003. The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, read with the related rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set for them in the Notice. The instructions for e-voting are enclosed herewith.

Yours Truly,

Allam Inna Reddy  
(DIN:08095426)  
(Whole Time Director)

# NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Shareholders of M/s. K2 Systems Limited will be held on Friday, the 28<sup>th</sup> day of September, 2018 at 9.00 AM at the registered office of the Company situated at Plot No. 160, Patni Nagar ,Sardar Patel Road, Secunderabad, Telangana 500003 to transact the following business:

## **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial statements of the company for the Financial Year Ended as at March 31, 2018, and the Reports of Auditors and Directors thereon and in this regard pass with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”

2. To appoint a director in place of MR. ALLAM INNA REDDY (holding DIN:08095426), who retires being a Additional Director and being eligible, offers himself for re- appointment and in this regard pass with or without modification(s), the following Resolution as **Ordinary Resolution:**

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, of Mr. Allam Inna Reddy (holding DIN:08095426), who retires at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Whole Time Director of the Company, liable to retire by rotation.”

3. To appoint an Independent Director Mr. Raja Kishore Popuri (DIN: 08146001) who being eligible, offers himself for re- appointment and in this regard pass with or without modification(s), the following Resolution as **Ordinary Resolution:**

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, of Mr. Raja Kishore Popuri (DIN: 08146001) who retires at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Independent Director of the Company, liable to retire by rotation.”

4. To appoint an Independent Director, Mrs. Lalitha Kamatham (DIN: 08142853) who being eligible, offers herself for re- appointment and this regard pass with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, of Mrs. Lalitha Kamatham Independent Director (DIN: 08142853) who retires at this meeting and being eligible has offered herself for re-

appointment, be and is hereby re-appointed as a independent 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** relating to appointment of Statutory Auditors of the Company:

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, and pursuant to recommendation of Audit Committee, M/s *Ramamoorthy (N) & Co*, ( **FRN: 002899S**) Chartered Accountants., be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 29th Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019 to Financial year ending March 31, 2021 as may be determined by the Audit Committee in consultation with the Auditor from time to time.”

Place: Hyderabad  
Date: 05-09-2018

For and on Behalf of the Board  
K2 Systems Limited  
S/d-  
Mr.Allam Inna Reddy  
Whole-Time Director  
(DIN: 08095426)

## NOTES:

**1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 annexed herewith.

**2.** The Register of Members and Share Transfer Books of the Company will remain closed from 24-09-2018 to 28-09-2018 (Both days inclusive).

**3.** Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

**4.** Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.

**5.** Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

**6.** In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

**7.** The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN), Bank Account Number and Email –ID by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN, Bank Account and Email-ID details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN, Bank Account, and Email – ID details to the Company/Registrar and Share Transfer Agents (M/s. Big share Services Pvt. Ltd)

**8.** As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

**9.** With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.

**10.** Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Big share Services Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.

**11.** Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

**12.** In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/ transmission/ transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

**13.** In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

**14.** 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 Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.

**15.** Electronic copy of the Annual Report for 2017-2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-2018 is being sent in the permitted mode.

**16.** Members may also note that the Notice of the 29<sup>th</sup> Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website [www.k2sy.com](http://www.k2sy.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [ktwosys@gmail.com](mailto:ktwosys@gmail.com)

## **17. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 25, 2018 (09.00 am) to September 27, 2018 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at [ktwosys@gmail.com](mailto:ktwosys@gmail.com). However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

## **The instructions for shareholders voting electronically are as under:**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<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"> <li>• 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.</li> <li>• 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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"> <li>• 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).</li> </ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**xvii. 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](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- xviii. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 18.** 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 21.09.2018
- 19.** *CA R. Swarna Kumari, FCA*, Practicing Chartered Accountant, bearing M. Number 231813 has been appointed as the Scrutinizer to scrutinize the e-voting process.
- 20.** 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.
- 21.** The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.k2sy.com](http://www.k2sy.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Metropolitan Stock Exchange of India Limited.
- 22.** The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agents.
- 23.** Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”) with respect to Directors seeking re-appointment/appointment at the Meeting is given below:

Name of the Director	ALLAM INNA REDDY
Date of Birth	24/08/1988
Date of Appointment	02-04-2018
Expertise in specific functional areas	He has Arts degree from Ambekatar University. He joined management team in 2018 and was in charge of our marketing operations
Qualifications	B.A
names of the Listed entities in which the person is holding Directorships or Board Committee Memberships	Nil
Inter se relationship among Directors	NIL

Name of the Director	Mrs. Lalitha Kamatham
Date of Birth	11-12-1953
Date of Appointment	08-06-2018
Expertise in specific functional areas	She has OU. He joined management team in 2018 and experience in mentoring.
Qualifications	MA B.E.D.
Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships	Nil
Inter se relationship among Directors	NIL

Name of the Director	Mr. Raja Kishore Poppuri
Date of Birth	30-8-1977
Date of Appointment	08-06-2018
Expertise in specific functional areas	He is has experience in production activities
Qualifications	Under graduation
Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships	Nil
Inter se relationship among Directors	NIL

For And On Behalf Of the Board K2 Systems Limited  
S /D-  
ALLAM INNA REDDY  
Whole-Time Director (DIN: 08095426)

Place: Hyderabad  
Date: 5-9-2018

# **Form No. MGT-11 Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN** :L72200TG1989PLC010200  
Name of the company: K2 Systems Limited  
Registered office :Plot No. 160,  
Patni Nagar,SP Road, Secunderabad,Telangana-500003

Name of the member(s): Registered Address:
E-mail Id:
Folio No./Client Id:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address :  
E-mail Id :  
Signature: , or failing him

2. Name : .....  
Address :  
E-mail Id :  
Signature: , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>TH</sup> Annual General Meeting of the company, to be held on the Friday , the 28th day of September,2018 at 09:00 am Plot No. 160, Patni Nagar,SP Road, Secunderabad,Telangana-500003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.  
Approval of financial statements for the year ended 31.03.2018.  
Re-appointment of Mr Allam Inna Reddy as Director who retires by rotation.

Appointment of statutory auditors and fixation of their remuneration. Signed this .....  
day of... 2018

Signature of shareholder



Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Plot No. 160,  
Patni Nagar, SP Road, Secunderabad, Telangana-500003

# ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 29th Annual General Meeting of the company, to be held on the Wednesday, the 28th day of September, 2018 at 09:00 am at Plot No. 160,  
Patni Nagar, SP Road, Secunderabad, Telangana-500003

Shareholders/Proxy's Signature \_\_\_\_\_ Shareholders/Proxy's full name \_\_\_\_\_ (In block letters)

Folio No. / Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

**Note:**

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall

