



KRN HEAT EXCHANGER AND REFRIGERATION LIMITED

(Formerly Known As KRN Heat Exchanger And Refrigeration Pvt. Ltd.)

Registered & Work Office: Plot No.: F-46,47,48,49, EPIP, RIICO Industrial Area, Neemrana-301705 (RJ)

CIN No.: U29309RJ2017PLC058905

Ph No.:9116629184

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING (the "AGM") OF MEMBERS OF KRN HEAT EXCHANGER AND REFRIGERATION LIMITED ("THE COMPANY") WILL BE HELD ON SATURDAY, THE 30TH DAY OF SEPTEMBER 2023 AT 3:30 P.M. AT ITS REGISTERED OFFICE AT PLOT NO. F-46, 47, 48, 49, EPIP, RIICO INDUSTRIAL AREA, NEEMRANA, DISTT. ALWAR, RAJASTHAN TO TRANSACT THE FOLLOWING BUSINESS:

A. AS ORDINARY BUSINESS:

Item No. 1. Adoption of Financial Statements & Reports:

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31ST March 2023, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2. Appointment Of Mr. Manohar Lal As A Director Liable To Retire By Rotation:

To appoint a director in place of Mr. Manohar Lal (DIN: 10040507), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3. Re-Appointment of M/s. Keyur Shah & Co., as Statutory Auditors of the Company:

To consider & 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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Keyur Shah & Co., Chartered Accountants (FRN: 141173W), the retiring Statutory Auditors, who have confirmed their eligibility in terms of provisions of Section 141 of the Act, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of this Annual General Meeting until the conclusion of 11th Annual General Meeting of the Company at such remuneration plus taxes, out-of-pocket, travelling, living and other expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

B. AS SPECIAL BUSINESS:

Item No. 4. : Ratification Of Remuneration To Be Paid To M/S. R S Chauhan & Associates, Cost Accountants, Cost Auditors Of The Company:

To consider & 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(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to ratify the remuneration of Rs. 1,00,000/- (INR One Lakh Only) excluding applicable tax payable to M/s. R S Chauhan & Associates, Cost Accountants, for conducting cost audit of the Company for the financial year 2023-24.

By order of the Board of Directors

For KRN Heat Exchanger And Refrigeration Limited


Chairman And Managing Director

(Santosh Kumar Yadav)
Chairman & Managing Director
DIN: 07789940

Place: Neemrana, Alwar

Dated: 01.09.2023

NOTES:

- 1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM NO. MGT-11 ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- 1.2. 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.
- 1.3. A PERSON CAN ACT AS PROXY FOR MAXIMUM 50 MEMBERS AND AGGREGATE HOLDING OF SUCH MEMBERS SHALL NOT BE MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY HAVING VOTING RIGHTS.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting (AGM) is attached herewith and form part of this notice.
3. Members/ Proxies should fill the Attendance slip/ sheet for attending the Meeting.
4. Corporate Members, if any, intending to send their authorized 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.
5. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
6. Members are requested to update the company with their email ID, address, and any other information, registered with the company, if any changes therein.
7. Members are requested to bring their copies of the Annual Report with them.
8. All the documents accompanying Notice are open for inspection at the Registered Office of the Company.
9. Route map of venue of annual general meeting is annexed, pursuant to the provisions of the Secretarial Standard-SS-2.

By order of the Board of Directors

For KRN Heat Exchanger And Refrigeration Limited


Chairman And Managing Director
(Santosh Kumar Yadav)

Chairman & Managing Director

DIN: 07789940

Place: Neemrana, Alwar

Dated: 01.09.2023

**Explanatory Statement
(Pursuant to Section 102(1) of the Companies Act, 2013)**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company for Financial Year 2023-24.

The Board at its meeting held on 07th August 2023 has approved the appointment of M/s. R S Chauhan & Associates, Cost Accountants (Firm Registration No. 000201) as the Cost Auditors of the Company for the financial year 2023-24 on the agreed remuneration of Rs. 1,00,000/- (INR One Lakh Only) plus applicable tax & reimbursement of all out-of-pocket expenses incurred, if any, in connection with the cost audit.

The remuneration of the cost auditors is required to be ratified subsequently in accordance with the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Directors recommend the Ordinary Resolution to the members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution in Item No. 4 of the Notice.

By order of the Board of Directors

For KRN Heat Exchanger And Refrigeration Limited



Chairman And Managing Director

(Santosh Kumar Yadav)

Chairman & Managing Director

DIN: 07789940

Place: Neemrana, Alwar

Dated: 01.09.2023

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: U29309RJ2017PLC058905

Name of the Company: KRN Heat Exchanger and Refrigeration Limited

Registered Office : Plot No. F-46, 47, 48, 49, EPIP, RIICO Industrial Area, Neemrana, Distt. Alwar, Rajasthan

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

I/We, being the Member(s) ofshares 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

3. Name:.....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Sixth Annual General Meeting of members of the Company, to be held on Saturday, the 30th day of September 2023 at 03:30 P.M. at its registered office at Plot No. F-46, 47, 48, 49, EPIP, RIICO Industrial Area, Neemrana, Distt. Alwar, Rajasthan, in respect of such resolutions as are indicated below:

Resolution Nos.:

1. Adoption of Audited Financial Statements for the financial year ended 31.03.2023 together with the Reports of the Board of Directors and Auditors thereon.
2. Appointment Of Mr. Manohar Lal As A Director Liable To Retire By Rotation
3. Re-Appointment of M/s. Keyur Shah & Co., as Statutory Auditors of the Company
4. Ratification of Remuneration of M/s R S Chauhan & Associates, Cost Accountants, cost auditor of the company.

Signed this.....day of.....2023.

Signature of shareholder(s)



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.

ATTENDANCE SLIP

Sixth Annual General Meeting

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Ledger folio No.:	
No. of Shares held:	

NAME OF THE MEMBER/ PROXY

ADDRESS

I hereby record my presence at Sixth Annual General Meeting of members of the Company held on Saturday, the 30th day of September 2023 at 03:30 P.M. at its registered office at Plot No. F-46, 47, 48, 49, EPIP, RIICO Industrial Area, Neemrana, Distt. Alwar, Rajasthan,

SIGNATURE OF THE MEMBER/PROXY

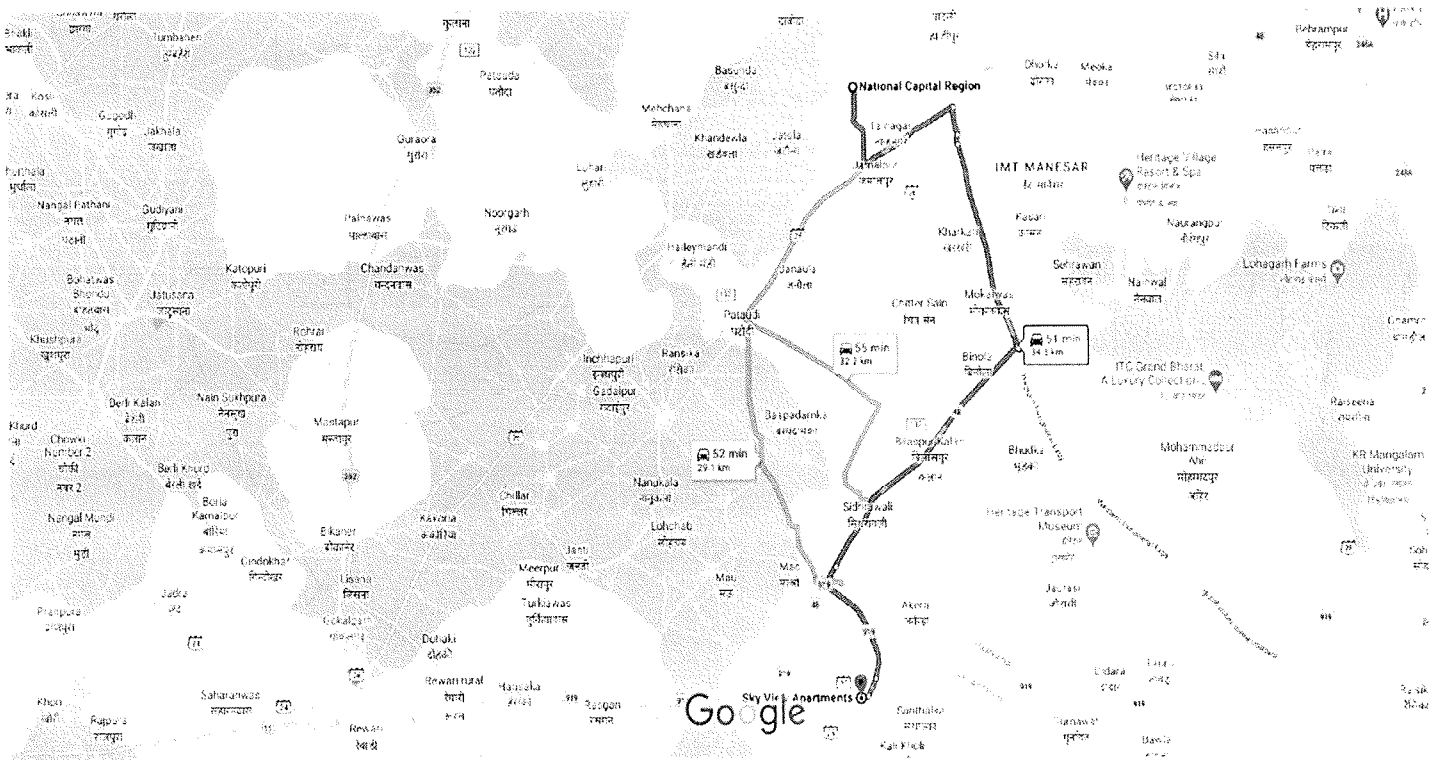
•A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.

•If you intend to appoint a proxy, please complete the Proxy Form in Form MGT-11 and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.

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ROUTE MAP OF VENUE OF 6TH ANNUAL GENERAL MEETING

Plot No. F-46, 47, 48, 49, EPIP, RIICO Industrial Area, Neemrana, Distt. Alwar, Rajasthan



By order of the Board of Directors

For KRN Heat Exchanger And Refrigeration Limited

Chairman And Managing Director
(Santosh Kumar Yadav)
Chairman & Managing Director
DIN: 07789940

Place: Neemrana, Alwar

Dated: 01.09.2023