



KARNATAKA HYBRID MICRO DEVICES LIMITED

CIN : U85110KA1992PLC012851

Registered Office : No. 103, 4th Cross, Electronic City, Phase I, Bengaluru - 560 100

NOTICE

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of Karnataka Hybrid Micro Devices Limited will be held at **5.30 PM** on Friday, 30th September, 2022, over Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at the Registered Office of the Company at No. 103, 4th Cross, Electronic City, Phase 1, Bengaluru – 560 100 (deemed venue of the Meeting) in compliance with the General Circular numbers 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021, 02/2022 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the financial year ended March 31, 2022.

To receive, consider and adopt the Audited Financial Statements including Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date together with the Board's Report and Independent Auditor's Report thereon.

2. Re-appointment of Mr. K G Raghavan (holding DIN: 00359471), who retires by rotation.

To appoint a Director in place of Mr. K G Raghavan (holding DIN: 00359471) who retires by rotation and, being eligible, offers himself for re-appointment.

3. Re-appointment of Ms. Kuntala P Das (holding DIN: 08486071), who retires by rotation.

To appoint a Director in place of Ms. Kuntala P Das (holding DIN: 08486071), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors of the Company and to fix their remuneration.

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 139 of the Companies Act, 2013 and the rules made thereunder, Messrs. Ishwar and Gopal, Chartered Accountants, (registered with the Institute of Chartered Accountants of India under the Firm Registration Number 001154S) be and are hereby appointed as Statutory Auditors of the Company in place of Messrs. M.S.B.Rao & Co., Chartered Accountants, the retiring Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of 35th Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

5. Appointment of Mr. C N Madhusudan (holding DIN: 02341987) as a Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Sections 152 & 161 of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and whose appointment has been recommended by the Nomination and Remuneration Committee Mr. C N Madhusudan (holding DIN: 02341987), who was appointed as an Additional Director of the Company by the Board of Directors with effect from

10th June, 2022 and who holds the office up to the date of this Annual General Meeting , be and is hereby appointed as a Director of the Company.”

6. Appointment of Mr. C N Madhusudan (holding DIN: 02341987) as an Independent Director of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 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), consent of the Members of the Company be and is hereby accorded to re-appoint Mr. C N Madhusudan (holding DIN: 02341987) as an Independent Director and whose appointment has been recommended by the Nomination and Remuneration Committee at its Meeting held on 10th June, 2022 and by the Board of Directors at its Meeting held on 10th June, 2022 for consideration by the Members and who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director to hold office for a period of 5 (five) consecutive years with effect from the date of this Annual General Meeting, and whose office shall not be liable to retire by rotation.”

For and on behalf of the Board of Directors of
Karnataka Hybrid Micro Devices Ltd.

Gopal Purandar Das

Chairman & Managing Director
DIN: 06850671

Address: No. 12, KCN Mansion
Madhavanagar, Yamunabai Road
Bangalore - 560001

Place: Bangalore
Date : 30th August, 2022

NOTES:

- AS THE AGM SHALL BE CONDUCTED THROUGH VC / OAVM, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
- The Company intends to convene the AGM in compliance with applicable provisions of the Act read with **Circular no. 14/2020, dated 8th April, 2020, Circular no. 17/2020, dated 13th April, 2020, Circular no. 20/2020, dated 5th May, 2020, Circular no. 22/2020, dated 15th June, 2020, Circular number 02/2021 dated 13th January, 2021, Circular number 21/2021 dated 14th December, 2021, Circular number 19/2021 dated 8th December, 2021 and Circular Number 02/2022 dated 5th May, 2022 through VC / OAVM, without the physical presence of the Members at a common venue.**
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- On account of threat posed by COVID-19 and in terms of the MCA, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

5. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. All the documents referred to in the accompanying Notice and other statutory registers shall be available for inspection through electronic mode, based on any request received.
7. The detailed instructions are being attached herewith for attending AGM through video conference
8. Notification issued by the Ministry of Corporate Affairs (MCA) dated 10th September, 2018 mandates for issue and transfer of securities only in demat form by all the unlisted public companies. Members holding Shares in physical form are advised to dematerialize their Shares to avoid the risks associated with the physical holding of such Share Certificates.
9. The Registrar and Transfer Agent: NSDL Database Management Limited, 4th Floor Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 is handling registry work in respect of Shares held both in physical form and in electronic/ demat form.
10. Members are requested to notify change of address if any immediately to the following address:
NSDL Database Management Limited
4th Floor Trade World A Wing
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai- 400013

INSTRUCTIONS ON HOW TO ACCESS AND PARTICIPATE IN THE VIDEO CONFERENCE MEETING

Following are the instructions regarding access and participation in the aforesaid meeting:

1. The Members will be sent a link to their registered email IDs before the meeting to participate in the said meeting, which requires an electronic device such as computer or laptop or mobile phone with appropriate audio video facilities;
2. The Members shall click on the link, which would be shared and can join the said meeting to participate;
3. The Members participating in the said meeting shall ensure that no person other than the concerned shareholder is attending or has access to the proceedings of the said meeting;
4. Every participant shall identify himself before speaking at the said meeting.
5. The Members shall cast their votes on the proposed resolution only by sending emails through their registered email addresses only to the ksivaram@khmdl.com (Designated email id) after Chairman request you to vote.
6. All the recordings of the proceedings at the said meeting would be made by the Chairman;
7. Facility of video conference will be available 15 minutes before the time fixed for the meeting and will be closed on expiry of 15 minutes after the meeting

For and on behalf of the Board of Directors of
Karnataka Hybrid Micro Devices Ltd.

Gopal Purandar Das

Chairman & Managing Director

DIN: 06850671

Address: No. 12, KCN Mansion

Madhavanagar, Yamunabai Road

Bangalore - 560001

Place: Bangalore

Date : 30th August, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item Nos. 4 and 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 10th June, 2022 had appointed Mr. C N Madhusudan as an Additional Director with effect from 10th June, 2022 categorized as Non-Executive Director and will hold office till this Annual General Meeting. Accordingly, an Ordinary Resolution seeking appointment of Mr. C N Madhusudan (holding DIN: 02341987) as Director of the Company is included in the Notice convening the Annual General Meeting at Item No. 4.

Based on the recommendation of Nomination and Remuneration Committee, the Board had inducted Mr. C N Madhusudan as an Independent Director of the Company. Accordingly, an Ordinary Resolution seeking appointment of Mr. C N Madhusudan as an Independent Director of the Company is included in the Notice convening the Annual General Meeting at Item No. 5.

Further, in the opinion of the Board, Mr. C N Madhusudan fulfills the conditions specified in the Act and the Rules made there under and that is independent of management.

The following necessary disclosures relating to appointee is made for the information of the Shareholders:

Particulars										
Date of Birth	30/09/1959									
Date of Appointment	10/06/2022									
Qualifications	BSc, PGDM									
Expertise in specific functional area	Strategy, Operations, Sales & Marketing, M&A									
Directorships held in other Public Companies (excluding foreign companies)	None									
Membership / Chairmanships of Committees of other public companies (included only Audit and Shareholders/ Investors Grievance Committee)	<table border="1"><thead><tr><th>Name of the Company</th><th>Membership of Committee</th><th>Chairmanship of Committees</th></tr></thead><tbody><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr></tbody></table>	Name of the Company	Membership of Committee	Chairmanship of Committees						
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None of the Directors or Key Managerial Personnel other than Mr. C N Madhusudan is interested or concerned in the above resolutions to his own appointment.

For and on behalf of the Board of Directors of
Karnataka Hybrid Micro Devices Ltd.

Gopal Purandar Das

Chairman & Managing Director

DIN: 06850671

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