## **KABRA MARBLE UDYOG LIMITED**

CIN: L14101WB1979PLC031873

Regd. Office: 4, Synagogue Street, 6th Floor, Kolkata- 700 001

Tele: 033-2225-4546 Fax: 033-22253461 E-mail: kmu@coalsale.co.in website : www.kmu.net.in

#### **NOTICE**

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Shareholders of **KABRA MARBLE UDYOG LIMITED** will be held at the Registered Office of the Company at 4, Synagogue Street, 6<sup>th</sup> Floor, Kolkata- 700001 on Saturday, the 22<sup>nd</sup> day of September, 2018 at 10.30 A.M to transact following business:

#### **ORDINARY BUSINESS :**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, with the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Sri Ramawtar Kabra (DIN: 00341280) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

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

**3.** To re-appoint Mr. Jagdish Prasad Kabra (DIN 00482014) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolutions** :

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any., of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the tine being in force), Mr. Jagdish Prasad Kabra (DIN 00482014), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, and in respect of whom the Compensation / Nomination and Remuneration Committee has recommended re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01<sup>st</sup> April, 2019 and not liable to retirement by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that nay arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

Registered Office:	BY ORDER OF THE BOARD
4, Synagogue Street, 6 <sup>th</sup> Floor,	
Kolkata – 700001	R. A. KABRA
Date: 14 <sup>th</sup> August, 2018	Director
	DIN : 00341280

#### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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 50(fifty) Members and holding in aggregate not more than (10%) of the total share capital of the Companys. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the Annual General Meeting.

- 2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of item No. 3 which set out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking appointment / re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting is also annexed as Annexure "A" to the Notice.
- 3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- 4. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance slip and /or copies of the Annual Report shall not be issued / available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.

- 5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 6. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment at the Annual General Meeting as per Item No. 2 of aforesaid notice, is furnished as Annexure to the Notice. The directors have furnished declaration for their ree-appointment as required under the Companies Act, 2013 and the Rules thereunder.
- 7. The Register of Members and the Share transfer Book of the Company shall remain closed from Monday, September 17, 2018 to Saturday, September 22, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- 8. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
- Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent.
- 10. Members whose share holding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilized the electronic clearing system (ECS).
- 11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form are required to submit their PAN to the Company and Bank Account Details.
- 12. At present the Company's equity share are listed with the Calcutta Stock Exchange and listing fees for the financial year 2018-19 have been paid to the aforesaid Stock Exchange..
- 13. All documents referred to in accompanying 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. up to the date of the Annual General Meeting

#### 14. VOTING THROUGH ELECTRONIC MEANS

- I. 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 the SEBI (Listing Obligations and Disclosure Requirements),, 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 (CDSL).
- **II.** 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.

#### III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 19<sup>th</sup> September, 2018 at 9:00 A.M. and ends on 21<sup>st</sup> September, 2018 at 5:00 P.M.. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15<sup>th</sup> September, 2018. may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u> during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to <u>www.evotingindia.com</u> and voted on an earlier voting of any company, then your existing password is to be used.

	(vii) If you are a first time user follow the steps given below:
	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• 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.
	• 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.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records
	for your folio in dd/mm/yyyy format
Bank	Enter the Bank Account Number as recorded in your demat account with the depository or in the company
Account	records for your folio.
Number	
	Please Enter the DOB or Bank Account Number in order to Login.
(DBD)	• If both the details are not recorded with the depository or company then please enter the member- id / folio number in the Bank Account Number details field as mentioned in above instruction (iv),

(viii)After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **KABRA MARBLE UDYOG LIMITED** on which you choose to vote..
- (xii) 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.
- (xiii)Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv)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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi)You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. (xvii)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.

(xviii)Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- After receiving the login details they have to create a compliance user which 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 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.

(ix) 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 <u>www.evotingindia.com</u> under help section or write an email to <u>helpdesk.evoting@cdslindia.com</u> or contact them at 1800 200 5533.

(xx) 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. IPhone and Windows phone users can download the app from the App store and the Window Phone Store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc..) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at <a href="mailto:patnibl@yahoo.cm">patnibl@yahoo.cm</a> with a copy marked to helpdesk.evoting@cdslindia.com on or before **21**<sup>st</sup> **September**, **2018 upto 5:00 P. M.** without which the vote shall not be treated as valid.

- 16. 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 of **15<sup>th</sup> September, 2018**. A person who is not a member as on cut-off date should treat this notice for information only.
- 17. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on **27<sup>th</sup> July**, **2018**.
- 18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 15<sup>th</sup> September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 19.Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15<sup>th</sup> September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 20.Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 15<sup>th</sup> September, 2018 are requested to send the written / email communication to the Company at kmu@coalsale.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 22.Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <u>www.kmu..net.in</u> and on the website of CDSL. The same will be communicated to Calcutta Stock Exchange where the shares of the Company are listed.

Registered Office: 4, Synagogue Street, 6<sup>th</sup> Floor, Kolkata – 700001 Date: 14<sup>th</sup> August, 2018

#### BY ORDER OF THE BOARD

R. A. KABRA Director DIN : 00341280

## Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to the Notice dated 14<sup>th</sup> August, 2018 convening the 39<sup>th</sup> Annual General Meeting of the Company

#### Item No. 3

Mr. Jagdish Prasad Kabra were appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He hold office as Independent Director of the Company up to 31<sup>st</sup> March, 2019 ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of the Companies Act, 2013.

Pursuant to Sections 149, 152, 160 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Compensation / Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Jagdish Prasad Kabra as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Compensation / Nomination and Remuneration Committee of the Board of Directors, considers that given their background background and experience and contributions made by them during their tenure, the continued associations of aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, It is proposed to re-appoint Mr. Jagdish Prasad Kabra as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Jagdish Prasad Kabra is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Directors.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and he is independent of the management. Further, the aforesaid Independent Director has given a declaration to the Board of Directors to the effect that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Your Directors recommend the Ordinary Resolutions set out at item Nos. 3 of the Notice for the approval of the Members.

Other than the respective Independent Director and his relatives, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolutions as set out in Item No. 3 of the Notice. This explanatory statement may also be regarded as disclosure under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2).

Registered Office: 4, Synagogue Street, 6<sup>th</sup> Floor, Kolkata – 700001 Date: 14<sup>th</sup> August, 2018

#### BY ORDER OF THE BOARD

R. A. KABRA Director DIN : 00341280

### ANNEXURE TO ITEM NOS. 2, & 3 OF THE NOTICE

Additional Information on Directors recommended for re-appointment pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard on General Meeting (SS-2):

Information about Sri Ramawtar Kabra :	
Name of Director	Sri Ramawtar Kabra
Director Identification No.	DIN - 00341280
Date of Birth	02-04-1951
Educational Qualification	B. COM
Expertise in specific functional areas	30 years
Chairmanship / Membership of Committees in this Company	None
Present status of Directorship in this Company	Director
Directorship in other Public Limited Companies	3
Chairmanship / Membership of Committees in other Public Limited Companies	None
Shareholding as on 31 <sup>st</sup> March, 2018	12950
Seeking appointment / re-appointment	Retire by rotation and seeking re-appointment
Rotational Status	Retire by rotation
	1

#### Information about Sri Ramawtar Kabra :

#### Information about Sri Jagdish Prasad Kabra :

miormation about SIT Jaguish Flasau Kabra :	
Name of Director	Sri Jagdish Prasad Kabra
Director Identification No.	DIN - 00482014
Date of Birth	18-05-1949
Educational Qualification	B. COM
Expertise in specific functional areas	25 years
Chairmanship / Membership of	Audit Committee
Committees in this Company	Nomination and Remuneration Committee
Present status of Directorship in this Company	Independent Director
Directorship in other Public Limited Companies	2
Chairmanship / Membership of	Kabra Steel Products Limited - Audit Committee
Committees in other Public Limited	Kabra Commercial Limited - Audit Committee
Companies	Kabra Steel Products Limited - Nomination and Remuneration
-	Committee
	Kabra Commercial Limited - Nomination and Remuneration
	Committee
Shareholding as on 31 <sup>st</sup> March, 2018	1200
Seeking appointment / re-appointment	Seeking Re-appointment
Rotational Status	Not liable to retire by rotation

BY ORDER OF THE BOARD

R. A. KABRA Director DIN : 00341280

## **KABRA MARBLE UDYOG LIMITED**

CIN : L14101WB1979PLC031873

Regd. Office: 4, Synagogue Street, 6<sup>th</sup> Floor, Kolkata- 700 001 Tele: 033-2225-4546 Fax: 033-22253461

E-mail: kmu@coalsale.co.in website : www.kmu.net.in

#### 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	:	L14101WB1979PLC031873
Name of the Company	:	KABRA MARBLE UDYOG LIMITED
Regd. Office	:	6th Floor,4, Synagogue Street, Kolkata- 700 001
Name of the Members	:	
Registered Address	:	
E-Mail Id	:	
Folio No./Client No.	:	
DP ID	:	

I / We, being the member(s) of ..... shares of the above 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 on my/our behalf at the  $39^{th}$  AGM of the Company, to be held on Saturday, the  $22^{nd}$  day of September, 2018 at 10.30 A. M. at 4, Synagogue Street,  $6^{th}$  Floor, Kolkata- 700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Resolution No(s)	Description of Resolution	For	Against
1.	Consider and adopt of Audited Financial Statements for the financial year ended		
	31st March, 2018 and Reports of the Board of Directors and Auditors thereon		
	(Ordinary Resolution )		
2.	Re - appointment of Mr. Ramawtar Kabra (Din No : 00341280) as Director		
	(Ordinary Resolution )		
3.	Re-appointment of Mr. Jagdish Prasad Kabra (DIN: 00482014) as an Independent		
	Director ( Ordinary Resolution)		

Affix revenue stamp Not less than Rs. 1.00

Notes :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.

# KABRA MARBLE UDYOG LIMITED

CIN : L14101WB1979PLC031873 Regd. Office: 4, Synagogue Street, 6<sup>th</sup> Floor, Kolkata- 700 001 Tele: 033-2225-4546 Fax: 033-22253461 E-mail: kmu@coalsale.co.in website : www.kmu.net.in

#### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall) (39th Annual General Meeting – 22nd September, 2018)

I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company held on Saturday, 22<sup>nd</sup> September, 2018 at 10:.30 A. M. at Regd. Office of the Company at 4, Synagogue Street, 6<sup>th</sup> Floor, Kolkata – 700001.

Full Name of the memb	er (In BLOCK LETTERS)	:	
Folio No	DP ID No	Client ID No.	No. of shares
Full Name of Proxy (In BLOCK LETTERS) :			

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.)