

NOTICE

NOTICE is hereby given that the Thirty Sixth 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, 6th Floor, Kolkata- 700001 on Wednesday, the 30th day of September, 2015 at 1.30 P.M to transact following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the year ended 31st March, 2015, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Ashok Kumar Malpani (DIN: 00528377) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit to pass, with or without modifications, the following resolution as ORDINARY RESOLUTION

“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 Act”) and the Rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Mrs. Isha Kabra, (holding DIN 07026281), who was appointed as an Additional Director of the Company under Section 161 (1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five year with effect from March 30, 2015”.

5. To consider and if thought fit to pass, with or without modifications, the following resolution as ORDINARY RESOLUTION

“RESOLVED that pursuant to the provisions of sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mrs. Manisha Parwal (DIN: 07026213), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company who will be liable to retire by rotation.”

6. To consider and if thought fit to pass, with or without modifications, the following resolution as ORDINARY RESOLUTION

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 consent of the Company be and is hereby accorded to the appointment of Mrs. Manisha Parwal as Manager of the Company with effect from 29th November, 2014 for a period of five years on the following terms and conditions :

- (i) She will be paid a monthly salary of Rs. 6000 (Rupees Six Thousand) per month.
- (ii) She will receive bonus equivalent to one month salary.

- (iii) She is entitled to receive leave travel concession equivalent to one month salary.
- (iv) As long as she functions as Manager, yearly increment may be given from time to time as decided by the Board.”
7. To consider and if thought fit to pass, with or without modifications, the following resolution as SPECIAL RESOLUTION
- “RESOLVED THAT pursuant to section 180 (1) (a) of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to sell or otherwise dispose of the Company’s properties being land at Plot No. E-38 at RIICO Industrial Area, Bidiyad, Makrana, Rajasthan subject to however that sale consideration shall not be less than Rs 10 lacs.”
- “RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”
8. To consider and if thought fit to pass, with or without modifications, the following resolution as SPECIAL RESOLUTION
- “RESOLVED THAT pursuant to section 180 (1) (a) of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to sell or otherwise dispose of the Company’s properties being land at Plot No.G1-207, Sukher Industrial Area, Udaipur, Rajasthan subject to however that sale consideration shall not be less than Rs 50 lacs.”
- “RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

Registered Office :

4, Synagogue Street, 6th Floor

Kolkata- 700 001

Date : 14th August, 2015

BY ORDER OF THE BOARD

R. K. KABRA

Director

DIN No. : 00331305

NOTES :

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto
2. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his place. The proxy need not be a member of the Company. Proxies to be valid must be deposited at the Registered Office of the Company at least 48 hours earlier of the time fixed for Annual General 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.
3. The Register of Members and the Share transfer Book of the Company shall remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).

4. 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 Clause 35B of the Listing Agreement, 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:
 - (a) The remote e-voting period commences on 27th September, 2015 at 9:00 A.M. and ends on 29th September, 2015 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 23rd September, 2015. 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.
 - (b) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (c) Click on "Shareholders" tab.
 - (d) 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.
 - (e) Next enter the Image Verification as displayed and Click on Login.
 - (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (g) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<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"> • 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	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • 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 (4).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant Company Name i.e. KABRA MARBLE UDYOG LIMITED on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) 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.

(r) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.

(s) 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 under help section or write an email to helpdesk.evoting@cdslindia.com

5. 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 patnibl@yahoo.cm with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2015 upto 5:00 P. M. without which the vote shall not be treated as valid.
6. 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 23rd September, 2015.
7. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
8. 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 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
9. 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.
10. 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. 23rd September, 2015 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.
11. 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.

12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kmu.net.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange Limited where the shares of the Company are listed.

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

RESOLUTIONS NO. 4

As per the provisions of Section 149(1) of the Companies Act, 2013, the Company should have at least one Women Director, Accordingly, pursuant to the provisions contained in the Article of Association of the Company and Section 161 of the Companies Act, 2013 the Board of Directors based on the recommendation of the Nomination and Remuneration Committee has appointed Mrs. Isha Kabra as an Additional Independent Director of the Company on 30th March, 2015. According to the provisions of the said Article and the said Section, she will hold office only up to the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of requisite amount under section 160 of the Act proposing the candidature of Mrs. Isha Kabra for the office of director of the Company.

Mrs. Isha Kabra has one years of experience in the business. Keeping in view her expertise and knowledge, it will be in the interest of the Company that Mrs. Isha Kabra is appointed as an Independent Director of the Company. Mrs. Isha Kabra shall not be liable to retire by rotation and shall hold office for a term of five years with effect from March 30, 2015.

Copy of letter of appointment issued to Mrs. Isha Kabra upon her appointment containing the terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any member of the Company at the Registered Office between 10 A. M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

Except Mrs. Isha Kabra and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Your Directors, therefore, recommend the said Resolution at Item No. 4 for your approval.

RESOLUTION NO. 5

Mrs. Manisha Parwal was appointed as additional director of the Company by the Board of Directors in the meeting held on 29th November, 2014. Pursuant to section 161 of the Companies Act, 2013, Mrs. Manisha Parwal will hold office upto the date of forthcoming Annual General Meeting. A notice has been received from a member proposing Mrs. Manisha Parwal as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Mrs. Manisha Parwal is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as Director of the Company.

Except Mrs. Manisha Parwal and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

RESOLUTION NO 6

Based on the recommendation of Nomination and Remuneration Committee and subject to the approval

KABRA MARBLE UDYOG LIMITED

of shareholders in the forthcoming Annual General Meeting, Mrs. Manisha Parwal was appointed as Manager under section 203 of the Companies Act, 2013 by Board of Directors at their meeting held on 29th November, 2014.

Mrs. Manisha Parwal aged 38 years is a commerce graduate having vast experience in the field of management.

In the opinion of Board of Directors, it would be in the interest of the Company to avail her services as Manager of the Company.

The Company recommends the resolution for your approval.

Except Mrs. Manisha Parwal and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

RESOLUTION NO 7 & 8

To sale or dispose of all or substantially whole of any undertaking of the Company, consent of the shareholders by way of special resolution is required under section 180 (1) (a) of the Companies Act, 2013.

Therefore, is the Resolution.

The Board recommends the Resolution in the interest of the Company.

Registered Office :

4, Synagogue Street, 6th Floor

Kolkata- 700 001

Date : 14th August, 2015

BY ORDER OF THE BOARD

R. K. KABRA

Director

DIN No. : 00331305

KABRA MARBLE UDYOG LIMITED

CIN NO: L27109WB1983PLC036585
 Regd. Office : 4, SYNAGOGUE STREET, 6th Floor, Kolkata- 700 001
 Tele : 033-2225-4263 Fax : 033-2225-3461
 E-mail : kmu@coalsale.co.in website : www.kmu.net.in
36th Annual General Meeting - 30th September, 2015

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 : L27109WB1983PLC036585
 Name of the Company : KABRA MARBLE UDYOG LIMITED
 Regd. Office : 4, SYNAGOGUE STREET, 6th Floor, 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 AGM of the Company, to be held on Wednesday, the 30th day of September, 2015 at 1.30 P. M. at 4, SYNAGOGUE STREET, 6th Floor, Kolkata- 700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business :			
1.	Ordinary Resolution to Consider and adopt of Audited Financial Statements. Reports of the Board of Directors and Auditors for the financial year ended 31st March, 2015.		
2.	Ordinary Resolution for Re-appointment of Mr. Ashok Kumar Malpani who retires by rotation and being eligible offer himself for re-appointment.		
3.	Ordinary Resolution for Appointment of Auditors and to fix their remuneration.		
Special Business :			
4.	Ordinary Resolution for Appointment of Mrs. Isha Kabra as an Independent Director		
5.	Ordinary Resolution for Confirmation of Mrs. Manisha Parwal as Director		
6.	Ordinary Resolution for Appointment of Mrs. Manisha Parwal as Manager		
7.	Special Resolution for Sale of Land at Makrana, Rajasthan		
8.	Special Resolution for Sale of Land and Building at Udaipur, Rajasthan.		

Signed this.....day of.....2015
 Signature of the Shareholder(s).....Signature of Proxy(s).....
 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.

affix revenue stamp
 Not less than
 Rs. 0.15

KABRA MARBLE UDYOG LIMITED

CIN NO: L27109WB1983PLC036585
 Regd. Office : 4, SYNAGOGUE STREET, 6th Floor, Kolkata- 700 001
 Tele : 033-2225-4263 Fax : 033-2225-3461
 E-mail : kmu@coalsale.co.in website : www.kmu.net.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall) (Annual General Meeting - 30th September, 2015)

I/We hereby record my/our presence at the Annual General Meeting of "Kabra Marble Udyog Limited" to be held at Regd. Office of the Company at 4, SYNAGOGUE STREET, 6th Floor, Kolkata- 700 001 on Wednesday, to be held on 30th September, 2015 at 1.30 P. M.

Full Name of the member (In BLOCK LETTERS) :
 Folio No.....DP ID No.....Client ID No.....No. of shares
 Full Name of the Proxy (In BLOCK LETTERS):
 Member/Proxy(s) Signature :

(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.)