

KABRA MARBLE UDYOG LIMITED

CIN NO : L14101WB1979PLC031873

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

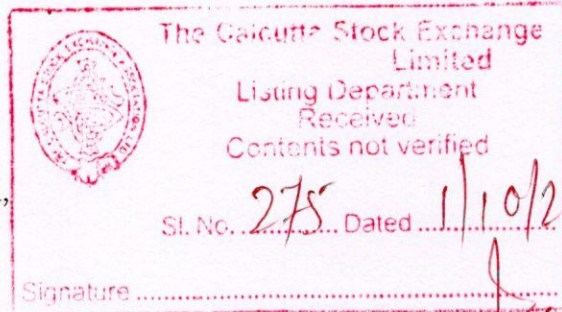
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S/C

October 01, 2018

The Listing Department
The Calcutta Stock Exchange Limited,
7, Lyons Range.
Kolkata – 700 001



**Sub : Minutes of the Proceeding of the
Thirty Ninth Annual General Meeting 2018**

Dear Sir,

We enclose, in terms of regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Minutes of the Proceedings of the Thirty Ninth Annual General Meeting of the Company.

This is for your information and record.

Thanking you,

Yours faithfully
For KABRA MARBLE UDYOG LIMITED

(RAMAWTAR KABRA)
DIRECTOR
DIN : 00341280

Encl : as above

MINUTES OF THE PROCEEDINGS OF THE THIRTY-NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KABRA MARBLE UDYOG LIMITED, HELD ON SATURDAY, 22ND SEPTEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT 4, SYNAGOGUE STREET, 6TH FLOOR, KOLKATA - 700 001 AT 10-30 A.M. (MEETING COMMENCED AT 10:30 A.M. AND CONCLUDED AT 10:45 A.M.)

PRESENT :

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|-----------------------------|--------------------------------------|
| 1) Mr. Ramawtar Kabra | - Director & Shareholder. |
| 2) Mr. Rajesh Kumar Kabra | - Director & Shareholder. |
| 3) Mrs. Manisha Parwal | - Director . |
| 4) Mrs. Isha Kabra | - Independent Director |
| 5) Mr. Jagdish Prasad Kabra | - Independent Director & Shareholder |

IN ATTENDANCE

- | | |
|-----------------------|---------------------------|
| 1) Mr. Mukesh Somani | - Chief Financial Officer |
| 2) Mr. S. C. Soni | - Statutory Auditors. |
| 3) Mr. Babu Lal Patni | - Scrutinizer |

11 members present in person. (Number of Shares represented by them is 1,03,650)

CHAIRMAN OF THE MEETING :

Mr. Ramawtar Kabra, Director, was voted to and took the Chair.

The Chairman informed that the requisite quorum was present; the meeting was called in order thereafter.

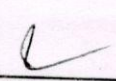
The Chairman declared that Notice convening the 39th Annual General Meeting, Directors' Report and Annexures thereto for the financial year ended 31st March, 2018. The Audited Financial Statements and Auditors' Report for the financial year ended 31st March, 2018, the Register of Directors and Key Managerial Personnel and their shareholdings under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested were available for inspection.

The Chairman commenced the meeting at 10:30 A. M. by welcoming the members to the 39th Annual General Meeting (AGM).

The Chairman commenced the formal agenda of the Annual General Meeting. With the consent of the members present, the Notice dated 14th August, 2018 convening Thirty-Ninth Annual General meeting was taken as read with the consent of the shareholders.

The Directors' Report and Statement of Audited Accounts for the Financial Year ended 31st March, 2018 sent to all shareholders were taken as read with the consent of the shareholders.

In terms of Section 145 of the Companies Act, 2013, only the qualifications, observation or comments, mentioned in the Auditors' Report, which have any adverse effect on the functioning of the Company, were required to be read at the General Meeting. Since there were no such qualifications, observation or comments, the Statutory Auditors Report and the Secretarial Audit Report were not required to be read.


CHAIRMAN'S
INITIALS

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Thereafter, the Chairman informed that in accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, all the members were given the opportunity to vote by e-voting facility which was available from 19th September, 2018 to 21st September, 2018.

The Chairman informed that the Company had also provided the facility of Voting at AGM through Ballot to shareholders, present in person or through proxies who had not /could not exercise e-voting and were eligible to vote through Ballot at the AGM.

The Chairman informed that the company had appointed Mr. Babu Lal Patni, Practicing Company Secretaries as Scrutinizer for ensuring that voting was carried out in a fair and transparent manner, and to submit the Scrutinizer's Report.

The Chairman further informed that the consolidated results of entire Voting process would be displayed within 48 hours of the conclusion of the meeting on the website of the Company & CDSL, intimated to the Stock Exchanges where the shares are listed and displayed at the notice board of the Company.

The Chairman requested the shareholders to put their queries if any, on the Accounts. Some members raised their queries, which were replied to their satisfaction..

The Chairman thereafter, took up the official business of the meeting.

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018.

ORDINARY RESOLUTION

“RESOLVED THAT the Audited Financial Statement of the company for the financial year ended March 31st, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted”.

The resolution was proposed by Sri Rishikesh Mundhra (Folio No. 000220) and seconded by Sri Prasenjit Bose (Folio No. 000401) as an ordinary resolution.

2. TO APPOINT MR. RAMAWTAR KABRA WHO RETIRES BY ROTATION AS A DIRECTOR

ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ramawtar Kabra (DIN : 00341280), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

The resolution was proposed by Sri Vijay Kumar Parwal (Folio No. 000377) and seconded by Sri Prasenjit Bose (Folio No. 000401) as an ordinary resolution.

CHAIRMAN'S
INITIALS

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3. TO RE - APPOINT MR. JAGDISH PRASAD KABRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 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 time being in force), Mr. Jagdish Prasad Kabra (DIN 0482014), who was appointed as an Independent Director of the Company and who holds office of Independent Director up to 31st 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 01st 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 may 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”.

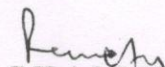
The resolution was proposed by Sri Rishikesh Mundhra (Folio No. 000220) and seconded by Sri Prasenjit Bose (Folio No. 000401) as an ordinary resolution.

4. VOTE OF THANKS

Mr. Vijay Kumar Parwal, Shareholder declare the Meeting to conclude with Vote of thanks to the Chairman and all the persons present there and the meeting concluded at 10:45 A. M.

Minutes written on 24-09-2018

Minutes signed on 25-09-2018


CHAIRMAN

CHAIRMAN'S
INITIALS

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