

KABRA EXTRUSIONTECHNIK LIMITED

Regd. Office : Kolsite House, Off. Veera Desai Road, Andheri (West), Mumbai - 400053

Tel. No. : +91-22-26734822 Fax. No. : +91-22-26735041 Email: ket_sd@kolsitegroup.com

Website: www.kolsite.com CIN: L28900MH1982PLC028535

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held on Thursday, the 15th day of October, 2015 at 4:30 p.m. at Hotel Park-View, Lallubhai Park Road, Andheri (West), Mumbai - 400058 to transact the following Special Business:

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

"RESOLVED THAT pursuant to the provisions contained in Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the provisions of the Listing Agreement entered with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to purchase the Industrial Land and Factory Premises at Dunetha, Daman, from M/s. Kolsite Industries, a related party as set out below :

Sr. No.	Property Description	Aggregate value (Amount in Crores)
(i)	Factory land situated at Survey No. 130/1, 130/1-C, 167/3, 4 & 7, 168/1 & 4, 170/5, 259/1 to 5, 260/1 to 7, 261/3 & 5, 265/3 Costal Highway, Dunetha, Daman - 396 210 admeasuring 36182 Sq. Mtrs.	25.33
(ii)	Factory premises (on said Plot of land) known as main factory, paint shop and other Industrial shed admeasuring about 11636 Sq. Mtrs. built-up area.	12.61
Total →		37.94

and upon such other terms and conditions as detailed in the explanatory statement annexed herewith, forming part of this resolution".

RESOLVED FURTHER THAT the Chief Executive Officer and/or General Manager (Finance) of the Company, be and are hereby authorized severally to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution.

By order of the Board
For Kabra Extrusiontechnik Ltd.

Place: Mumbai
Date: 7th September, 2015

Y. D. Sanghavi
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING MAY APPOINT PROXY TO ATTEND AND ON A POLL VOTE, INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A Person shall not act as a Proxy for more than 50 Members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. Electronic copy of this Notice has been sent to all those shareholders, who have registered their email address with the depositories and physical copy of the same is being sent to other shareholders in the permitted mode and also posted on website of the company www.kolsite.com and on website of CDSL.

CERTIFIED TRUE COPY
FOR KABRA EXTRUSIONTECHNIK LTD.

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COMPANY SECRETARY

VOTING THROUGH ELECTRONIC MEANS

Members are requested to follow the below instructions to cast their vote through e-voting:

1. a. The company is providing facility for voting by electronic means and the business may be transacted through such voting;
 - b. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
2. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
3. The e-voting period commences on Monday, the 12th October, 2015 at 9:00 a.m. IST and ends on Wednesday, the 14th October, 2015 at 5:00 p.m. IST. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th October, 2015, may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The shareholders should log on to the e-voting website www.evotingindia.com
5. Click on Shareholders.
6. 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.
7. Next enter the Image Verification as displayed and Click on Login.
8. 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.
9. 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) <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	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 4

10. After entering these details appropriately, click on "SUBMIT" tab.
11. 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 in 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.

12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
13. Click on the EVSN for "KABRA EXTRUSIONTECHNIK LTD." on which you choose to vote.
14. 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.
15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
16. 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.
17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
18. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
19. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
20. **Note for Non - Individual Shareholders and Custodians.**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a compliance user 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.
 - d. 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.
 - e. 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.
21. 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 e-mail to helpdesk.evoting@cdslindia.com.

22. Scrutiniser and Results

- a. The Board of Directors of the Company has appointed Shri Smitesh Desai (FCS-7986), Practising Company Secretary (CP-1609) as the Scrutiniser to Scrutinise e-voting and voting through ballot or polling paper which shall be conducted at the Annual General Meeting.
- b. The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- c. The results declared along with the report of the Scrutiniser shall be placed on the website of the company www.kolsite.com and on the website of the CDSL immediately after the result is declared by the Chairman.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of material facts relating to the Special Business mentioned in the accompanying notice:-

The Company is one of the leading manufacturer of Multilayer Blown Film Plants having application in flexible packaging. Manufacturing facilities for Producing said Machinery is located at Dunetha, Daman

M/s. Kolsite Industries (KI) is a registered Partnership Firm in which Directors of the Company Shri Shreevallabh G. Kabra, Shri Satyanarayan G. Kabra and Shri Anand S. Kabra are Partners. KI is owner of the industrial land and has constructed factory premises as per specification of the Company, which facilitates manufacturing of multilayer blown film plants of size upto 25 metre height. No other land owner except KI was ready to construct such type of specific industrial premises and hence the company had taken the same on lease basis from KI.

- Effective from 1st October, 2010, the Main Factory Building admeasuring 9113 sq. mtrs. built-up area was leased out to the Company for a period of 5 years;
- Paint Shop Building admeasuring 2523 sq. mtrs. built-up area was constructed by KI to facilitate painting of said machinery and leased out to the Company effective from 1st July, 2012 for a period of 5 years.

The Company, at present, is paying annually Rs. 2.78 Crores towards rent to KI for use and occupation of aforesaid premises having aggregate built-up area of 11636 sq. mtrs. and surrounding land area admeasuring 30477 sq. mtrs.

Growth of flexible packaging industry in India has increased demand for multilayer blown film plants. In view of growing demand, the Company is planning for expansion of existing manufacturing facilities. As a part of expansion program, initially the Company proposes to purchase aforesaid land and buildings which is presently occupied on lease basis. It is also proposed to purchase additional plot of land admeasuring about 5705 sq. mtrs. Total Land area to be purchased from KI therefore is about 36182 sq. mtrs.

Independent valuer Rajesh Shah, Vapi has valued the aforesaid Land and Buildings as detailed below :

Property Description	Aggregate Value (Rs. in Crores)
(i) Industrial Land	25.33
(ii) Factory Premises	13.34
Total →	38.67

A copy of report of said valuer will be open for inspection by the Members at the Registered Office of the Company during office hours on any working day between 11:00 a.m. to 1:00 p.m. except on Saturdays, Sundays including Public Holidays.

M/s. Kolsite Industries has agreed to sell its factory premises at its book value of Rs. 12.61 Crores against market value of Rs. 13.34 Crores.

Capital Outlay under consideration includes Purchase of following assets :

Property Description	Aggregate Value (Rs. In Crores)
(i) Land	25.33
(ii) Factory Premises	12.61
Payable to M/s. Kolsite Industries	37.94
(iii) Estimated Stamp Duty & Registration Charges	2.50
Total	40.44

Pursuant to Section 188 of the Companies Act, 2013 and Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 provide for prior approval of the Members of the Company as the proposed transaction of buying property is with the related party involving the aggregate value of Rs. 37.94 Crores which is in excess of 10% (Ten Percent) of the net worth of the Company i.e. Rs. 142.60 Crores.

The approval of the Members is therefore sought to enter into proposed transaction of buying property from a related party, subject to said statutory provisions and in compliance of Clause 49 of the Listing Agreement providing for prior approval in respect of all material related party transactions.

Audit Committee at its meeting held on 7th September, 2015 recommended this proposal, after review of valuation report of aforesaid independent valuer. The Board at its meeting held on said date also considered and approved the same subject to approval of the Members. Proposed transaction being in the interest of the Company and at fair market value, the Board recommends the same for approval of the Members.

Key details are disclosed below in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

Name of the Related Party	M/s. Kolsite Industries
Name of Director or KMP who is related, if any	Shri S. V. Kabra, Shri S. N. Kabra and Shri Anand S. Kabra, Directors of the Company are partners in the said firm. Spouse of Shri S. V. Kabra and Shri S. N. Kabra are also partners in the said firm. Shri Varun S. Kabra and Smt. Jyoti V. Kabra, Directors of the Company being relative of Shri S. N. Kabra also are deemed to be interested directors.
Nature of relationship	M/s. Kolsite Industries is lessor of the land and factory premises at Dunetha Plant of the Company
The main terms of the Agreement with the Seller for the purchase of Industrial Land and Factory Building are as under :	
Seller of Land and Building	M/s. Kolsite Industries, Mumbai a Partnership Firm in which aforesaid promoter directors are Partners
Location of Property	Survey No. : 130/1, 130/1-C, 167/3, 4 & 7, 168/1 & 4, 170/5, 259/1 to 5, 260/1 to 7, 261/3 & 5 and 265/3, Coastal Highway, Dunetha, Daman - 396 210
Total Land Area	36182 Sq. Mts.
Land Value	Rs. 25.33 Crores
Total Factory Area / Space	11636 Sq. Mts. Built-up Area
Value of Factory Building	Rs. 12.61 Crores
Aggregate value of Land & Factory Buildings	Rs. 37.94 Crores
Payment	Rs. 2.20 Crores lying as interest free security deposits kept towards advance lease rent payment is being treated as part payment. Balance payment will be made by the Company in installments as mutually decided with the Seller, before signing and registration of Sale Deed.
Stamp Duty and Registration Charges	Payable by the Company as applicable in addition to the aforesaid total sales consideration (Estimated Rs. 2.50 Cr.)
Completion date	On or before 31 st March, 2016 depending upon completion of payment and related formalities.

Any other information relevant or important for the Members to take a decision on the proposed transactions

Proposed purchase of leased premises and additional factory land by the Company from the said Lessor will meet the urgent need of expansion of manufacturing set-up at Dunetha and also to develop facilities of warehousing for storage of ready plants. Increased space availability shall facilitate easy assembly and delivery of plants during second half of financial year, when demand is comparatively higher than first half.

The Company also may benefit by expected appreciation in market value in view of recently announced increase in FSI. Dunetha plant is located on coastal highway, which is proposed to be extended phase-wise upto Delhi and Mumbai. Dunetha has logistic advantage of proximity of existing Kachigam Unit of the Company in Daman. It is strategically located near to industrial hub at Kadaiya Village, Daman. Dunetha Plant being at higher altitude, risk of flood is minimal.

Dunetha is developed industrially and commercially. Local authorities are extending their requisite permission and support to promote industry in this area.

Further it offers advantage of operational convenience and reduction in rent expenditure incurred presently by the Company. No borrowing is proposed to be made to finance purchase of aforesaid assets. Entire capital outlay will be met by way of redemption / sale of existing investments and internal accruals. Dunetha premises will be an additional collateral security available to the Company for raising funds, if required in the future.

No other director or key managerial personnel or their relatives are interested or concerned financially or otherwise in passing of the resolution except aforesaid directors, who are also partners in said firm. Spouse of Shri S V Kabra and Shri S N Kabra, Partners of the said firm are also members of the Company and are interested to the extent of their shareholding. Their other relatives also may be deemed to be interested to the extent of their shareholding in the Company.

Directors and their relatives who are deemed to be interested will not vote on this resolution as shareholders of the Company.

By order of the Board
For Kabra Extrusiontechnik Ltd.

Place: Mumbai
Date: 7th September, 2015

Y. D. Sanghavi
Company Secretary

KABRA EXTRUSIONTECHNIK LIMITED

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ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA-ORDINARY GENERAL MEETING ON 15TH OCTOBER, 2015 AT 4:30 P. M.

Folio No. : _____ DP ID No. : _____ Client ID No. : _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on 15th October, 2015 at 4:30 p.m. at Hotel Park-View, Lallubhai Park Road, Andheri (West), Mumbai - 400058

Signature of the Member / Proxy : _____

Notes:

1. Members/Proxy holder are requested to produce the attendance slip duly signed for submission to the meeting hall.
2. Members are requested to bring the copy of the notice of Extra-Ordinary General Meeting.

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FORM NO. : MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID.	
Folio No. / Client ID.	
DP ID	

I / We, being the Member(s) of _____ Shares of the above name company, hereby appoint:

1. Name: _____ Address : _____

Email ID : _____ Signature : _____ or failing him

2. Name: _____ Address : _____

Email ID : _____ Signature : _____ or failing him

3. Name: _____ Address : _____

Email ID : _____ Signature : _____ as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting (EGM) of the Company to be held on 15th October, 2015 at 4:30 p.m. at Hotel Park-View, Lallubhai Park Road, Andheri (West), Mumbai - 400058 and at any adjournment thereof in respect of such resolution as indicated below:

To approve related party transaction as set out in EGM Notice.

Signed this _____ day of _____, 2015

Signature of Shareholder

Signature of Proxy Holder(s)

**Form MGT-12 – Polling Paper pursuant to Section 109 (5) of the Companies Act, 2013
and
Rule 21(1) of the Companies (Management and Administration) Rules, 2014**

KABRA EXTRUSIONTECHNIK LIMITED
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**Extra-Ordinary General Meeting - THURSDAY, 15th October, 2015 at 4:30 p.m. at
Hotel Park-View, Lallubhai Park Road, Andheri (W), Mumbai - 400058**

BALLOT PAPER

1.	Name of Sole/First Member Name of Joint Member, If any	
2.	Registered / Postal Address	
3.	Registered Folio No. / DP ID No./ Client ID No.	
4.	Class of Shares	Equity Shares

I/We hereby exercise My/Our vote in respect of Special Resolution, enumerated below by recording my assent / dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Particular of Resolution	No. of Shares held	I assent to the resolution (For)	I dissent to the resolution (Against)
1.	To approve the related party transaction as set out in EGM Notice			

Place :
Date :

Signature of Shareholder