

KET/SEC/SE/2018-19

July 16, 2018

To,  
**BSE Limited**  
Floor 25, Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai - 400 001

Listing Compliance,  
**National Stock Exchange India Limited,**  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra (East).  
Mumbai-400051.

**Scrip Code: 524109****Stock Code: KABRAEXTRU**

Dear Sir/Madam,

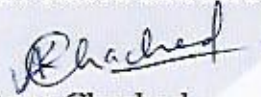
**Sub.: Notice of the 35<sup>th</sup> Annual General Meeting to be held on August 10, 2018**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice for the 35<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 10<sup>th</sup> August, 2018 at 03:00 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai - 400 058 to transact the businesses set out in the notice of said meeting.

This is for your information and records.

Thanking you,

Yours Sincerely,  
For Kabra Extrusiontechnik Ltd.

  
Arya Chachad  
Company Secretary



Encl: As above



## NOTICE

**NOTICE** is hereby given that the **THIRTY-FIFTH ANNUAL GENERAL MEETING** of the Members of **KABRA EXTRUSIONTECHNIK LIMITED** will be held on Friday, the 10<sup>th</sup> day of August, 2018 at 03:00 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Tata Housing Colony, Andheri (West), Mumbai – 400 058, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018, together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the Financial Year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Shri Anand S. Kabra (DIN: 00016010), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** in accordance with the provisions of Sections 188, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby accords its approval and consent to the re-appointment of Shri Anand S. Kabra (DIN: 00016010) as Managing Director of the Company, for a period of 5 (five) years with effect from 01<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2023, liable to retire by rotation, on the terms, conditions and stipulations including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any duly authorized Committee of the Board for the time being exercising the powers conferred on the Board by this resolution) as detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board to fix, increase, alter or vary from time to time, the terms and conditions of the said appointment and remuneration and/or monetary value of the perquisites as may be agreed upon by the Board and Shri Anand S. Kabra, subject to the same not exceeding at any point of time, the ceiling specified in Schedule V to the Act, or any amendment and/or modifications that may hereinafter from time to time be made thereto by the Central Government.

**RESOLVED FURTHER THAT** where in any Financial Year during the currency of the tenure of the said appointee, the Company has no profit or its profits are inadequate, the Company shall pay salary and perquisites as aforesaid subject to further approvals as may be required under Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the aforesaid consent of the Company is accorded without prejudice to his right of holding managerial position of whatsoever nature in any other company and draw remuneration therefrom, subject to the regulatory guidelines and ceiling stipulated in this regard.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company.”

5. 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 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. Urvashi Kamal Mehta & Co., Cost Accountants (Firm Registration No.: 001817), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the Financial Year ending 31<sup>st</sup> March, 2019 on a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus taxes as may be applicable and reimbursement of actual conveyance and out of pocket expenses incurred by them, be and is hereby ratified and confirmed.”

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

**“RESOLVED THAT** in supersession to the earlier Resolution passed by the Members in Annual General Meeting held on 09<sup>th</sup> September, 2014 and pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any duly authorized Committee of the Board for the time being exercising the powers conferred on the Board by this resolution), to sell, lease, transfer and / or create charge, mortgage, hypothecation, pledge or otherwise dispose of, in addition to existing charge, mortgage, pledge and / or hypothecation, in such form and manner and on such terms and conditions as the Board may determine, on all or any of movable and/ or immovable properties, tangible or intangible assets of the Company, wherever situated and/or the interest held by the Company in all or any of said properties and assets, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be, in favour of the Lender(s), so as to secure the borrowings made by the Company from time to time subject to the limits available / approved under Section 180(1)(c) of the Act, together with interest, liquidated damages, commitment charges, all other costs, charges and expenses, including any increase as a result or devaluation / revaluation / fluctuation in the rates of exchange and all moneys payable by the Company in terms of Loan Agreement(s) entered / to be entered into between the company and the lenders in respect of said loans / borrowings agreed to between the Board and the Lender(s).

**RESOLVED FURTHER THAT** the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges or to be created in future by the Company as may be agreed to between the Board and concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary.

**RESOLVED FURTHER THAT** notwithstanding the aforesaid supersession, all actions and decision taken till date under the above referred resolution shall be valid and in order.”

7. 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 of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), whereby, a document may be served on any member by the Company through registered post, speed post, electronic mode or any other modes as may

be prescribed, consent of the Members of the Company be and is hereby accorded to charge the Member such fees in advance equivalent to estimated actual expenses of delivery of the documents to be delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the Member for delivery of documents, through a particular mode of service mentioned above, provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the Member.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters or things as may be necessary, proper or desirable to give effect to the resolution and as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

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

“**RESOLVED THAT** pursuant to Section 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Rules framed thereunder and also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and further subject to such consents, approvals, permissions, sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for entering into contracts and / or arrangements with the following related parties for an aggregate amount of ₹ 11,00,00,000/- (Rupees Eleven Crores only) as detailed hereunder:

Sr. No.	Name of the Related Party	Transaction value (Amount in INR)	Nature of transaction
1.	Penta Auto Feeding India Limited	upto 10,00,00,000	Rendering Inter-corporate loan, corporate guarantee / Investment
2.	Kabra Mecanor Belling Technik Private Limited	upto 1,00,00,000	Rendering Inter-corporate loan, corporate guarantee / Investment

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to negotiate and finalise the terms and conditions of said transaction with the above related parties, for and on behalf of the Company as it deem fit within the aforesaid limits, in the interest of the Company, to take all such actions and to settle all matters that may arise with regard to such transaction(s) and to sign and execute all deeds, applications, documents and writings that may be required to be signed in relation to above and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental in order to give effect to this Resolution in the best interest of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

9. 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 of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Rules framed thereunder, following clause be added after Clause 1 of III (A) of the Main Object in the Memorandum of Association of the Company:



1. A. “To invent, develop, design, produce, process, assemble, manufacture, buy, sell, trade, distribute, import, export, or otherwise deal in all kinds of renewable energy, non-renewable energy, conventional energy, non-conventional energy, robotic science, automobile, 3D printing technology, electrical machinery, energy storage solution systems or products, including but not limited to batteries, charging systems, battery packs having various industrial and non-industrial applications and also deal in accessories and allied products and services, including recycling or managing waste and scrap generated therefrom, on own or on job work basis, with owned technology or in collaboration with other entity or person in India or abroad.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company.”

10. 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 of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to continue the directorship of Shri Nihalchand C. Chauhan (DIN: 00021782) aged 82 years, a Non-Executive Director, for the remaining tenure of his term of appointment, as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable to give effect to this resolution.”

11. 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 of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to continue the directorship of Shri Mahaveer P. Taparia (DIN: 00112461) aged 81 years, a Non-Executive Director, for the remaining tenure of his term of appointment, as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable to give effect to this resolution.”

12. 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 of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to continue the directorship of Shri Yagnesh B. Desai (DIN: 00021202) aged 77 years, a Non-Executive Director, for the remaining tenure of his term of appointment, as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable to give effect to this resolution.”

13. 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 of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to continue the directorship of Shri Satyanarayan G. Kabra (DIN: 00015930), in the capacity of Non-Executive Director of the Company, who will be attaining age of 75 years in January, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable to give effect to this resolution.”

By order of the Board  
For **Kabra Extrusiontechnik Ltd.**

Place : Mumbai  
Date : 18<sup>th</sup> June, 2018

**S. V. Kabra**  
Chairman & Managing Director  
(DIN: 00015415)

**Registered Office:**

Fortune Terraces, “B” Wing,  
10<sup>th</sup> Floor, New Link Road, Opp. Citi Mall,  
Andheri (West), Mumbai - 400 053.  
**CIN:** L28900MH1982PLC028535

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT ONE OR MORE PROXIES TO ATTEND AND 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. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item Nos. 4 to 13 of the accompanying Notice is annexed hereto. The requirement to place the matter relating to appointment of the Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 07<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 09<sup>th</sup> September, 2014.
3. Corporate Members are requested to send to the Company, at its Registered Office, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
4. Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 04<sup>th</sup> August, 2018 to Friday, 10<sup>th</sup> August, 2018 (both days inclusive).
5. Dividend recommended by the Board, if approved by the Members at the Annual General Meeting will be paid to those persons whose names appear as Beneficial Owners as at the end of business hours on

Friday, 03<sup>rd</sup> August, 2018, as per the list to be furnished by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in demat form and to the Members holding shares in physical mode as per Register of Members of the Company after giving effect to all valid transfers in respect of which request(s) were lodged with the R & T Agent of the Company on or before Friday, 03<sup>rd</sup> August, 2018.

6. Shareholders may be aware that the Companies Act, 2013 permits service of documents through electronic mode. Electronic copy of the Annual Report including Notice of the 35<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email Ids are registered with the Company / Depository Participant(s). However, those members who desire to have a physical copy may request for the same to the Company.
7.
  - (i) The unclaimed dividend upto Financial Year 1993-94 have been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those shareholders who have so far not claimed their dividend upto the Financial Years 1993-94 may claim their dividend from the Registrar of Companies, Maharashtra, Mumbai.
  - (ii) Pursuant to the provisions of Investors Education & Protection Fund (IEPF) Rules, unclaimed / unpaid dividend for the Financial Years 1994-95 to 2009-10 have been transferred to said Fund. Those members who have not claimed their dividend for the Financial Years 2010-11 to 2016-17 are requested to forward their claims to the Company.
  - (iii) Dividend for the Financial Year 2010-11 and thereafter which shall remain unclaimed / unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to said Fund. During October, 2018, the Company would be transferring such unclaimed or unpaid dividend for the Financial Year ended 31<sup>st</sup> March, 2011 to IEPF. Members are therefore requested to make claim thereof, by or before September, 2018 otherwise no claim shall lie against the Company in respect of such amount.
  - (iv) Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares on which dividend has not been paid or claimed for a period of seven consecutive years have been transferred to IEPF on 30<sup>th</sup> November, 2017.
8. The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, (IEPF Rules), which is applicable to the Company. The Objective of IEPF Rules is to help the Shareholders to ascertain status of the unclaimed accounts and overcome the problems due to misplacement of intimation thereof by Post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividends on its website.
9. The Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained by the Company under Section 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the Members at the Annual General Meeting.
10. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members desirous of updating their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, correspondence address, Email Address, Contact Numbers, etc. are requested to follow the below procedure:

**For shares held in Dematerialised Form:** intimate such changes to their respective Depository Participant (DP). The changes intimated to the DP will then be automatically reflected in the Company's records, which will

help the Company and its Transfer Agent to provide efficient and better services. The address / bank mandate as furnished to the Company by the respective Depositories, viz. NSDL and CDSL are considered for printing on Dividend Warrants.

**For shares held in Physical Form:** intimate such changes to Share Transfer Agent of the Company. Further, for availing NECS / ECS facility, kindly provide the bank details / core banking account number and 9 digits MICR and IFS code in NECS / ECS Mandate to the Company.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
13. Brief profile of the Directors proposed to be appointed/ re-appointed has been furnished in this Annual Report as statutorily provided:
  - (i) Director retiring by rotation and eligible for re-appointment;
  - (ii) Director proposed to be appointed as Managing Director at this Annual General Meeting.
14. Members desirous of obtaining any information with regard to accounts are requested to write to the Company Secretary at the Registered Office of the Company, at least 15 days in advance, so as to compile the same.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up Form SH-13 and send to the Company's R & T Agent.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Transfer Agent.
17. A route map showing directions to reach the venue of the 35<sup>th</sup> AGM is given in this Annual Report as per the requirement of the Secretarial Standard - 2 on 'General Meetings'.

#### 18. **VOTING THROUGH ELECTRONIC MEANS**

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

- i.
  - 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, through ballot or polling paper shall 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.
- ii. 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.
- iii. The e-voting period commences on Tuesday, 07<sup>th</sup> August, 2018 at 09:00 a.m. IST and ends on Thursday, 09<sup>th</sup> August, 2018 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 Friday, 03<sup>rd</sup> August, 2018, 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.



- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- v. Click on Shareholders / Members.
- vi. 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.
- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- ix. 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"> <li>● 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.</li> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 No. vi".

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN of "KABRA EXTRUSIONTECHNIK LIMITED." on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xvi. 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.
- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xix. If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi. **Note for Non–Individual Shareholders and Custodians:**
  - a. Non-Individual shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xxii. 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](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- xxiii. **Scrutiniser and Results:**
  - a. The Board of Directors of the Company has appointed Mr. S. N. Bhandari, Practising Company Secretary or failing him, Ms. Manisha Maheshwari, Practising Company Secretary as the Scrutiniser to scrutinise e-voting and voting through polling paper, which shall be conducted at the Annual General Meeting.
  - b. The Scrutiniser shall, immediately after the conclusion of voting at the 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](http://www.kolsite.com) and on the website of the CDSL e-Voting 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 Item Nos. 4 to 13 which sets out all material facts relating to the Special Business mentioned in the accompanying Notice

### **Item No. 4**

Shri Anand S. Kabra, aged 43 years, is a Mechanical Engineer and a Silver Medalist of Mumbai University’s 1996 batch. He has received a Master’s degree in Business Administration from S. P. Jain’s Institute of Management and Research– One of the India’s premier Institute for Management and in 2014, successfully completed the Owners President Program (OPM) from Harvard Business School. His present gross annual remuneration is ₹ 60 Lakhs inclusive of perquisites. He was previously holding position of Technical Director and then elevated to the position of Managing Director of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 25<sup>th</sup> May, 2018, re-appointed Shri Anand S. Kabra as a Managing Director for a term of 5 (five) years w.e.f. 01<sup>st</sup> August, 2018 on gross annual remuneration of ₹ 85 Lakhs inclusive of perquisites.

The main terms and conditions relating to the re-appointment of Shri Anand S. Kabra as Managing Director are as follows:

The Basic Salary of ₹4,00,000/- (Rupees Four Lakhs Only) per month, with an annual increment to be decided by the Board at such percentage not exceeding 20% of the basic salary, subject to the same not exceeding at any point of time, the ceiling laid down under the provisions of the Companies Act, 2013 and Schedule V thereto.

In addition to the above, he shall be entitled to the following perquisites restricted to an amount equal to his annual salary as given herein below:

- (i) Accommodation (Furnished or otherwise) or House Rent Allowance in lieu thereof subject to a ceiling of 50% of basic salary.
- (ii) Medical Reimbursement: For self, spouse and family subject to a ceiling of one (1) month basic salary in a year or three (3) months’ salary in a block of three (3) years.
- (iii) Leave Travel Reimbursement: For self, spouse and family once in a year incurred in accordance with the rules specified by the Company.
- (iv) Club Fees: Subject to a maximum of two clubs. This will not include admission and life membership fees.
- (v) Personal Accident Insurance & Mediciam Policy: For self, spouse and family as per the rules of the Company. Explanation: ‘Family’ means spouse, dependent children and dependent parents of the said appointee.
- (vi) Provident Fund, Superannuation Fund or Annuity Fund: Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Schemes of the Company will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together are not taxable under the Income-Tax Act, 1961.
- (vii) Gratuity: As per rules of the Company.
- (viii) Encashment of leave: As per rules of the Company.  
For the purpose of gratuity & encashment of leave, the period of service of said appointee shall be considered as service with the Company without any break in service & on a continuous basis.
- (ix) Provision of car and telephone at residence for use of Company’s business will not be considered as perquisites. However, personal long distance telephone calls and use of car for private purpose shall be billed by the Company to the appointee.
- (x) The office of said appointee may be terminated by the Company or the appointee by giving the other three (3) months’ prior notice in writing.
- (xi) The terms & conditions set out for appointment & payment of remuneration herein above may be altered & varied by the Board as it may, from time to time, deem fit.

The above may be treated as a written memorandum, setting out the terms of re-appointment of Shri Anand S. Kabra under Section 190 of the Act and pursuant to the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 188, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the appointment of and remuneration payable to Shri Anand S. Kabra is placed before the Members at this Annual General Meeting for their approval.

He is not disqualified from being appointed as director in terms of Section 164 of the Act and consented to act as a Director. Details of Shri Anand S. Kabra are provided in this Annual Report.

Shri Anand S. Kabra is concerned / interested in the resolution as set out in the Notice at Item No. 4, since it pertains to his own re-appointment and remuneration. Smt. Ekta A. Kabra and Shri S. V. Kabra are also deemed to be interested in aforesaid resolution, being relatives of the said appointee, to the extent of their shareholding interest, held in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Item No. 4 of the Notice, except to the extent of their respective shareholding interest, if any, in the Company.

Your Directors recommend passing of the resolution at Item No. 4 of the Notice as Ordinary Resolution.

#### **Item No. 5**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014 the Board shall appoint an individual who is a Cost Accountant in Practice or a firm of Cost Accountants in Practice as Cost Auditor on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Shareholders.

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 25<sup>th</sup> May, 2018 considered and approved the appointment of the Cost Auditors, M/s. Urvashi Kamal Mehta & Co., Cost Accountants (Firm Registration No.: 001817) and remuneration of ₹ 1,20,000/- payable to them, as set out in the Resolution.

The Board recommends Ordinary Resolution at Item No. 5 of the Notice for the ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the aforesaid resolution, except to the extent of their shareholding in the Company, if any.

#### **Item No. 6**

As per the requirements of 180(1)(a) of the Companies Act, 2013 ('the Act') the Members had accorded approval at the 31<sup>st</sup> Annual General Meeting (AGM) held on 09<sup>th</sup> September, 2014 to enable the Board of Directors to create mortgage or charge on the Company's properties in favour of the lenders to secure credit limits upto the extent of sum of ₹ 50 Crores. The Company proposes to revise this limit, so as to align the same with the borrowing limits as available under Section 180(1)(c) of the Act and as approved by the Members at the said AGM.

It is therefore necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 as set out at Item No. 6 of the Notice and the same is recommended by the Board for your approval.

None of the Directors and/or Key Managerial Personnel of the Company, including their relatives is interested or concerned in the Resolution, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 7**

As per the provisions of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, a document may be served on any member through registered post, speed post, electronic mode or any other modes, as may be prescribed. Further, a Member may request the delivery of document through a particular mode by paying such fees as may be determined by the Members in the Annual General Meeting.

It is proposed to seek approval of Members at the ensuing Annual General Meeting of the Company to authorise the Board of Directors or Key Managerial Personnel of the Company, to determine the fees, depending on the prevailing applicable rules and rates, for delivery of any documents to the shareholders by a particular mode. Accordingly, the Board commends the Special Resolution at Item No. 7 of the accompanying notice for the approval of the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the aforesaid resolution, except to the extent of their shareholding in the Company, if any.

#### Item No. 8

M/s. Penta Auto Feeding India Limited (Penta) is an Associate Company, engaged in the manufacture of raw-material handling and auto-feeding systems M/s. Kabra Mecanor Belling Technik Pvt. Ltd., (Mecanor) is a Subsidiary Company, engaged in manufacture of Belling Machines.

Penta has commenced its commercial operation in March, 2017 and has reported revenue of ₹ 35 Lakhs and ₹ 87 Lakhs for the Financial Year 2016-17 and 2017-18 respectively. It has suffered operational losses in respect of said Financial Years and availability of credit limits sanctioned from any lender may take some time and hence it is proposed to provide financial accommodation to Penta either by way of advancing loan and/or giving corporate guarantee / investing further in its equity to enable it to achieve its full fledged operation, which is expected to grow in the near future.

Mecanor is also setting up its unit at Daman and expected to commence its commercial activities. It is also proposed to provide financial support, being subsidiary of the Company in the manner detailed hereinabove.

Amended Section 185 of the Companies Act, 2013 made effective from 07<sup>th</sup> May 2018 allows the Company to advance loan, including loan represented by a book debt or give guarantee or provide security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to approval accorded by the Members of the Company by passing a Special Resolution in General Meeting and due disclosure related to utilization of such loan/(s), guarantees, etc. by the borrowing company, for its principal business activities.

Approval of the Members by way of a Special Resolution is therefore sought to enter into proposed transaction(s) of lending / giving guarantee / providing securities / making investment as may be finalized upon negotiation with bank/(s) / lending institutions and the concerned Companies. Proposed transactions are in respect of the said related party/(ies), however not material transactions for the Company. Disclosures considered necessary for perusal of the Members are set hererin below:

i) Name of the Related Party	Penta Auto Feeding India Ltd. ("Penta")	Kabra Mecanor Belling Technik Pvt. Ltd. ("Mecanor")
ii) Name of the Directors or Key Managerial Personnel who is related	Shri S. V. Kabra and Shri Anand S. Kabra as Director and each of them are holding 100 shares in Penta.	Shri S. V. Kabra and Shri Anand S. Kabra as Director and each of them are holding 100 shares in Mecanor.
iii) Nature of relationship	Associate / Joint Venture Company; The Company is holding 499400 equity shares (49.94%)	Subsidiary Company; The Company is holding 49800 equity shares (99.60%)
iv) Material Terms of Transactions	(a) The Company proposes to either advance loan to aforesaid Companies and/or provide corporate guarantee in favour of the lender(s) to enable them to get credit limits or provide security or subscribe to its equity capital as may be finalized. (b) In case of advancing of Loan, the Company shall charge interest @ 1% above the bank rate at which the funds will be made available to the Company.	
v) Monetary Value in Rupees	aggregate sum not exceeding ₹10 Crores	aggregate sum not exceeding ₹1 Crore
vi) Whether the transaction has been approved by the Audit Committee and the Board of Directors	Yes	Yes
vii) Any other information	None	None

Aggregate amount of loan, guarantee, security, investments of the Company together with the proposed loan/(s), investments, guarantees, security as set out in resolution at Item No. 8 shall remain within the limit of sixty percent of Paid-up Share Capital and Free Reserves and Securities Premium Account or One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is more, as provided under Section 186(2) of the Act.

The Board recommend the Special Resolution set out at Item No. 8 of the accompanying notice for your approval in the interest of the Company.



Shri S. V. Kabra and Shri Anand S. Kabra, may be deemed to be interested or concerned to the extent of their Directorships and shareholding in Penta and Mecanor. None of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

**Item No. 9**

The Company contemplates to venture into various emerging products, which can be conveniently and advantageously combined with the existing business of the Company for its overall growth. The Company may engage in aforesaid business venture in future at appropriate time and circumstances. However, as a prelude to enable the Company, it is proposed to amend existing Main Object Clause by inserting a new clause as set out in the accompanying Notice.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.

The Directors consider the proposed Special Resolution set out at Item No. 9 of Notice in the interest of the Company and recommend the same for your approval.

None of the Directors and/or Key Managerial Personnel of the Company, including their relatives are interested or concerned in the Resolution, except to the extent of their shareholding, if any, in the Company.

**Item Nos. 10 to 13**

The Securities and Exchange Board of India (SEBI), vide its Notification dated 09<sup>th</sup> May, 2018 notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. Sub-Regulation 17(A) of the said amended Regulations to be effective from 01<sup>st</sup> April, 2019, provides that a listed entity shall not appoint a person or continue the directorship of any person as Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect.

The Company at the 31<sup>st</sup> Annual General Meeting held on 09<sup>th</sup> September, 2014 had approved the appointment of Shri Nihalchand C. Chauhan, Shri Mahaveer P. Taparia and Shri Yagnesh B. Desai, as Non-Executive Directors in the category of Independent Directors for a term of 5 (five) consecutive years from the said date. All of them are of age more than seventy five (75) years.

Shri Satyanarayan G. Kabra is holding office of the Vice Chairman & Managing Director till 30<sup>th</sup> June, 2018. Thereafter, he would continue to act as a Non-Executive Director, in the position of Vice Chairman. He will be attaining age of 75 years in January, 2019. Shri Satyanarayan G. Kabra is a relative of Shri S. V. Kabra, Chairman & Managing Director.

As per the aforementioned Regulation, approval from the Members by way of a Special Resolution is required to enable the Company to continue their directorship.

The Board of Directors of your Company considers that their continued association would be of immense benefit to the Company and it is desirable to continue to their directorships. They bring independent judgement in the Board's deliberations and decisions. The Board recommends the resolutions set out in the accompanying Notice at Item Nos. 10 to 13 for your approval.

Shri Nihalchand C. Chauhan, Shri Mahaveer P. Taparia, Shri Yagnesh B. Desai and Shri Satyanarayan G. Kabra are interested in the resolution relevant to each of them to the extent of continuing their directorships. The relatives of aforesaid Directors may be deemed to be interested in above resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in these resolutions, except to the extent of their shareholding interest, if any, in the Company.

By order of the Board  
For **Kabra Extrusiontechnik Ltd.**

Place : Mumbai  
Date : 18<sup>th</sup> June, 2018

**S. V. Kabra**  
Chairman & Managing Director  
(DIN: 00015415)

**Brief Resume of Director seeking appointment / re-appointment at the AGM**

Name	Anand S. Kabra
DIN	00016010
Age	43 years
Date of First Appointment	19/06/2003
Position held	Managing Director
Educational Qualification	<ul style="list-style-type: none"><li>• Mechanical Engineer (Silver medalist)</li><li>• Master's degree in Business Administration from S. P. Jain's Institute of Management and Research</li><li>• Owners President Program (OPM) from Harvard Business School</li></ul>
Expertise in specific functional areas	Experience of more than 15 years in technical developments, project execution and plant management, quality systems & standards development and exploring new avenues to chart a consistent growth of the company.
Remuneration last drawn	₹ 57.21 Lakhs as detailed in Corporate Governance Report
Remuneration proposed to be paid	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto
Directorships of other Boards as on 31 <sup>st</sup> March, 2018	<ul style="list-style-type: none"><li>• Kabra Gloucester Engineering Ltd.</li><li>• Kolsite Packaging Systems Pvt. Ltd.</li><li>• Kabra Mecanor Belling Technik Pvt. Ltd.</li><li>• Penta Auto Feeding India Ltd.</li><li>• Taiyou Green Solutions Pvt. Ltd.</li><li>• Gloucester Engineering Co Inc</li></ul>
Committees position held	Nil
No. of meetings of the Board attended	4
Number of shares held	6282196
Relationship between Directors inter-se	Son of Shri S. V. Kabra & Spouse of Smt. Ekta A. Kabra