

KABRA COMMERCIAL LIMITED

CIN NO : L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4th Floor, Kolkata- 700 001

Tele: 033-2225-4058 Fax No. : 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Shareholders of **KABRA COMMERCIAL LIMITED** will be held at the Registered Office of the Company at 2, Brabourne Road, 4th Floor, Kolkata- 700001 on Thursday, the 26th day of September, 2019 at 11.30 A.M to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019, with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Chandra Prakassh Kabra (DIN: 00338838) who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint M/s. S. C. Soni & Co., Chartered Accountants, (Membership Number : 50515) as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of Forty Second Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and Auditors.

“**RESOLVED THAT** pursuant to the provisions of section 139,142 and other applicable provisions , if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation made by the Audit Committee of the Board of Directors of the Company, M/s. S. C. SONI & CO., Chartered Accountants, (Firm Registration No. 326770E) retiring Auditor be and are hereby reappointed as Statutory Auditor of the Company for a period of 5 (Five years) to hold office from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting at a remuneration to be decided by the Board of Directors”.

BY ORDER OF THE BOARD

Registered Office :
2, Brabourne Road, 4th Floor,
Kolkata – 700001
Date : 13th August, 2019

C. P. KABRA
Director
DIN NO.: 00338838

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50(fifty) Members and holding in aggregate not more than (10%) of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the Annual General Meeting.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
3. For the convenience of members and for proper conduct of the meeting, **entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.**
Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance slip and /or copies of the Annual Report shall not be issued / available at the venue of the Meeting.
Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding , maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking re-appointment at the Annual General Meeting as per **Item No. 2** of aforesaid notice, is furnished as Annexure to the Notice.

6. The Register of Members and the Share transfer Book of the Company shall remain closed from Friday, September 20, 2019 to Thursday , September 26, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
8. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent.
9. Members whose share holding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s) . Members are encouraged to utilized the electronic clearing system (ECS) .
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form are required to submit their PAN to the Company and or its Registrars & Share Transfer Agent.
11. At present the Company's equity share are listed on the Stock Exchanges at Kolkata and Mumbai and listing fees for the financial year 2019-20 have been paid to all the aforesaid Stock Exchanges.
12. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 A. M. to 1:00 P. M. up to the date of the Annual General Meeting

13. **VOTING THROUGH ELECTRONIC MEANS**

- I.** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements),, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

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.

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

- (i) The remote e-voting period commences on **23rd September, 2019 at 9:00 A.M.** and ends on **25th September, 2019 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 **19th September, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **KABRA COMMERCIAL LIMITED** on which you choose to vote..
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <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.
- (ix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App store and the Window Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc. .) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at patnibl@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com on or before **25th September, 2019 upto 5:00 P. M.** without which the vote shall not be treated as valid.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **19th September, 2019**. A person who is not a member as on cut-off date should treat this notice for information only.
17. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on **02nd August, 2019**.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of **19th September, 2019**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **19th September, 2019** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
20. Notice of the Annual General Meeting along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. **19th September, 2019** are requested to send the written / email communication to the Company at contact@kcl.net.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

22.Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

BY ORDER OF THE BOARD

Registered Office :
2, Brabourne Road, 4th Floor,
Kolkata – 700001
Date : 13th August, 2019

C. P. KABRA
Director
DIN NO.: 00338838

Annexure - "A"

ANNEXURE TO ITEM NOS. 2, OF THE NOTICE

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

Information about Mr. Chandra Prakassh Kabra :

Name of Director	Mr. Chandra Prakassh Kabra
Director Identification No.	DIN – 00338838
Date of Birth	18-10-1977
Educational Qualification	B. COM
Expertise in specific functional areas	17 years
Chairmanship / Membership of Committees in this Company	1 (Remuneration Committee)
Present status of Directorship in this Company	Director
Directorship in other Public Limited Companies	1
Chairmanship / Membership of Committees in other Public Limited Companies	None
Shareholding as on 31st March, 2019	85000
Seeking appointment / re-appointment	Retire by rotation and seeking re-appointment
Rotational Status	Retire by rotation

BY ORDER OF THE BOARD

Registered Office :
2, Brabourne Road, 4th Floor,
Kolkata – 700001
Date : 13th August, 2019

C. P. KABRA
Director
DIN NO.: 00338838

KABRA COMMERCIAL LIMITED

CIN NO : L67120WB1982PLC035410

Regd. Office : 2, Brabourne Road, 4th Floor, Kolkata- 700 001

Tele: 033-2225-4058 Fax No. : 033-2225-3461

E-mail : contact@kcl.net.in website : www.kcl.net.in

FORM NO. MGT-11 PROXY FORM

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

CIN : L67120WB1982PLC035410
Name of the Company : KABRA COMMERCIAL LIMITED
Regd. Office : 4th Floor, 2 Brabourne Road, 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 37th AGM of the Company, to be held on Thursday, the 26th day of September, 2019 at 11.30 A. M. at 2 Brabourne Road, 4th Floor, Kolkata- 700 001 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Resolution No(s)	Description of Resolution	For	Against
1.	Consider and adopt of Audited Financial Statements for the financial year ended 31 st March, 2019 and Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)		
2.	Re - appointment of Mr. Chandra Prakassh Kabra (Din No : 00338838) as Director (Ordinary Resolution)		
3.	Re-appointment of Auditors and to fix their remuneration (Ordinary Resolution)		

Affix revenue stamp Not less than Rs. 1.00

Signed this day of 2019

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.

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E-mail : contact@kcl.net.in website : www.kcl.net.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall) (37th Annual General Meeting – 26th September, 2019)

I hereby record my presence at the 37th Annual General Meeting of the Company held on Thursday, 26th September, 2019 at 11:30 A. M. at Regd. Office of the Company at 2 Brabourne Road, 4th Floor, Kolkata – 700001.

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

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E-mail : contact@kcl.net.in website : www.kcl.net.in

37th Annual General Meeting

Ballot Form

(in lieu of e-voting)

Name of the Shareholder(s) :
(including joint holders, if any)

Registered address of the Sole/First :
named Shareholders

Folio No. / DP ID & Client ID* :

No. of share(s) held :

I / We hereby exercise my / our vote in respect of the Resolution(s) for the business stated in the Notice dated 13th August, 2019 convening the 37th Annual General Meeting of the Company to be held on Thursday, 26th September, 2019, at 11 : 30 A. M. by conveying my /our assent or dissent to the said Resolution(s) by placing the () mark at the appropriate box below.

Particulars	Type of Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Ordinary Business			
1. Adoption of the Audited Financial Statements for the Financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2. Appointment of a Director in place of Sri Chandra Prakassh Kabra (holding DIN 00338838), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
3. Re-Appointment of Statutory Auditor	Ordinary		

Place : Kolkata

Date :

Signature of Shareholder

Note : Kindly read the instructions carefully before filing this form.

Valid Ballot Form to be received by the scrutinizers by 5:00 P. M. on 25th September, 2019.

INSTRUCTIONS

1. Members may fill up the Ballot Form and submit the same in a sealed envelope to Mr. B. L. Patni , Practicing Company Secretary (Membership No. 2304), The Scrutinizer, Kabra Commercial Limited, Secretarial Department, 2, Brabourne Road, 4th Floor, Kolkata – 700 001, West Bengal so as to reach by 5:00 P. M. on 25th September, 2019, Ballot Form received thereafter will strictly be treated as if not allowed.
2. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Thursday 19th September, 2019 being the cut-off date for e-voting purpose.
3. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
5. In the event member casts his votes through both the processes, i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
6. The right of voting by Ballot Forms shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity / signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL / CDSL and that of members holding shares in physical form is verified as per the records of the transfer agent of the Company (i.e, Niche Technologies Private Limited). Members are requested to keep the same updated.
8. There will be only one Ballot Forms for every Folio / DP ID / Client ID irrespective of the number of joint members.
9. The ballot form should be completed and signed by the sole / first named shareholder. In absence of the first named shareholder. In absence of the first named shareholder in a joint holding, the ballot form should be completed and signed by the next named shareholder. However, where the form is sent separately by the first named shareholder and joint holder(s) , the vote of the first named shareholder would be valid.
10. Where the Ballot Forms had been signed by an authorized representative of the body corporate / trust / society, etc. a certified true copy of the relevant authorization/ Board Resolution to vote should accompany the Ballot Form.