

22nd June, 2017

BSE Limited

Floor 25, Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400 001

Scrip Code: 524109

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G- Block,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051

Stock Code: KABRAEXTRU

Dear Sir/ Madam,

Sub.: Notice of the 34th Annual General Meeting to be held on 18th July, 2017

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice for the 34th Annual General Meeting of the Company to be held on Tuesday, 18th July, 2017 at 2:00 p.m. at Hotel Park-View, 37, Lallubhai Park Road, Andheri (West), Mumbai - 400 058 to transact the businesses set out in the notice of said meeting.

Kindly take the above on record.

Thanking you,

Yours truly,

For Kabra Extrusientechnik Ltd.

Y D

Y. D. Sanghavi
Company Secretary



Encl: As above

Kabra Extrusientechnik Ltd.

Fortune Terraces, B wing, 10th Floor, Link Road, Opp. Citi Mall,
Andheri (West), Mumbai- 400 053. Maharashtra, India.

Phone: +91-22-2673 4822/23/24/25 • Fax: +91-22-2673 5041 • Email : sales@kolsitegroup.com

Works 1

Kabra Industrial Estate, Kachigam, Daman-396210. India

Works 2

Survey No. 259/1 to 5 260/1 to 6, 265/3, Coastal Highway, Dunetha, Daman-396210. INDIA.

Tel.: +91-260-2241 401-3/ 2242 616 • Fax : +91-260-2241 965 • E-mail : ket@kolsitegroup.com

CIN-L28900MH1982PLC028535

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battenfeld-cincinnati 

NOTICE

NOTICE is hereby given that the **THIRTY-FOURTH ANNUAL GENERAL MEETING** of the Members of **KABRA EXTRUSIONTECHNIK LIMITED** will be held on Tuesday, the 18th day of July, 2017 at 02:00 p.m. at Hotel Park View, 37, Lallubhai Park Road, Tata Housing Colony, Andheri (West), Mumbai – 400 058, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2017, and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity share of face value of Rs. 5/- each for the Financial Year 2016-17.
3. To appoint a Director in place of Shri Satyanarayan G. Kabra (DIN: 00015930), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], Smt. Jyoti V. Kabra (DIN: 07088904), a Director liable to retire by rotation, does not wish to seek re-appointment as a Director of the Company.

RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company, so caused be not filled.”

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 Sections 139, 142 and other applicable provisions, if any, 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), and pursuant to the resolution of the Members passed at the 31st Annual General Meeting (AGM) held on 09th September, 2014, the appointment of M/s. Kirtane & Pandit LLP (Firm Registration No.: 105215W / W100057), Chartered Accountants, to hold office from the conclusion of 31st AGM until the conclusion of the 36th AGM of the Company be and is hereby ratified by the Members on a remuneration plus applicable service tax, reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit, as may be agreed by the Board of Directors and the said Auditors.”

SPECIAL BUSINESS:

6. 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 Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Boman Moradian (DIN: 00242123), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th May, 2017 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying the Member's intention to propose appointment of Shri Boman Moradian as a candidate for the office of a director of the Company, and who has submitted a

declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the said date i.e. 16th May, 2017 and that he shall not be liable to retire by rotation.”

7. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Ekta A. Kabra (DIN: 07088898), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th May, 2017 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying the Member's intention to propose appointment of Smt. Ekta A. Kabra as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

8. 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 appointment of Smt. Ekta A. Kabra (DIN: 07088898) as Director – Strategy of the company, for a period of 5 (five) years with effect from 01st August, 2017 to 31st July, 2022 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 which have been detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms 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 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 Smt. Ekta A. 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 said appointee, the Company has no profit or its profits are inadequate, the Company shall pay salary and perquisites subject to further approvals as may be required under Schedule V to the Companies Act, 2013 as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid consent of the Company is accorded without prejudice to her right of holding managerial position of whatsoever nature in any other company and draw remuneration there from, 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.”

9. 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. Dhara Shah & Associates, Cost Accountants (Firm Registration No.: 102986), 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 31st March, 2018 on a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand Only) plus service tax as may be applicable and reimbursement of actual conveyance and out of pocket expenses incurred by them, be and is hereby ratified and confirmed.”

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 Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the Rules framed thereunder, the existing Object Clause No. 10 under head “the object incidental or ancillary to the attainment of the main object” in the Memorandum of Association of the Company be and is hereby re-worded / replaced by the following:

“To carry on the business in India or elsewhere as manufacturers, buyers, sellers, resellers, dealers, importers, exporters, contractors, factors, agents and suppliers of all kinds of plastic and plastic goods, including plastic liners and sacks of high density polyethylene, polypropylene, low density polyethylene pipes, sheets and wares and other types of plastic goods and products, synthetic resins and compounds, ancillary and auxiliary materials and derivatives, intermediates and compositions, profile plastic, P.V.C. pipe, moulded industrial and household articles, components and accessories, tubing films, rolls or their allied and auxiliary products, packaging materials, materials handling crates and/or containers, pallets, luggage articles, automobile parts, electrical appliances for various applications, furniture, vacuum flasks, toys and games including for educational purposes, all spare parts, accessories and fittings, made from plastics, rubber, whether battery, electric or sound operated or of any other description, and for the said business to acquire plant, machinery, equipment, know-how, enter into Joint Venture, Technical, Marketing arrangement, acquire business interest, take over or partner with the existing business of any entrepreneur engaged in similar business and to carry out such business either alone or in conjunction with other entity to benefit the Company, directly or indirectly.”

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.”

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

Place : Mumbai
Date : 16th June, 2017

Y. D. Sanghavi
Company Secretary

Registered Office:
Fortune Terraces, “B” Wing,
10th 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 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. 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. 6 to 10 of the accompanying Notice is annexed hereto.
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 Wednesday, 12th July, 2017 to Tuesday, 18th July, 2017 (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 11th July, 2017 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 were lodged with the R & T Agent of the Company on or before 11th July, 2017.
6. Shareholders may be aware that the Companies Act, 2013 permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 34th 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) for communication purposes. 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 for the financial years upto 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 year 1994-95 to 2008-09 have been transferred to said Fund. Those members who have not claimed their dividend for the financial year 2009-10 to 2015-16 are requested to forward their claims to the Company.
- (iii) Dividend for the financial year 2009-10 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 September, 2017, the Company would be transferring such unclaimed or unpaid dividend for the financial year ended 31st March, 2010. Members are therefore requested to make claim thereof, before August, 2017 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 or more shall be transferred to IEPF.
8. The Ministry of Corporate Affairs (MCA) on 10th 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 Arrangement 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 all 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 the 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 code number 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 being eligible for re-appointment;
 - (ii) Director proposed to be appointed as Director-Strategy at this Annual General Meeting;
 - (iii) Director proposed to be appointed as Independent 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 office of the Company's Transfer 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 34th 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:

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, 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.

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 Saturday, 15th July, 2017 at 09:00 a.m. IST and ends on Monday, 17th July, 2017 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 11th July, 2017, 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 / Members.
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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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. 6.</p>

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 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.
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 of the EVSN of "KABRA EXTRUSION TECHNIK LIMITED." 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 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.
20. 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.
21. **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.
22. 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
23. **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 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 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. 6 to 10 which sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 16th May, 2017, appointed Shri Boman Moradian as an Additional Director of the Company w.e.f. 16th May, 2017. He holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ('Act'). The Company has received a Notice in writing from a Member along with deposit of requisite amount as provided under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Shri Boman Moradian is a Mechanical Engineer and a Graduate [B.E. (Mech.)] from VJTI, Mumbai. He has completed his MMS in Operations from Jamnalal Bajaj Institute of Management Studies. He has 32 years of rich experience, having worked in various capacities and consistently grown in stature and responsibility at Bharat Bijlee Ltd., Ambalal Sarabhai Enterprises (ASE) Ltd., Decom Marketing Ltd. and Shilpi Advertising Ltd. He also served as an Executive Officer of Zee Telugu & Zee Kannada at Zee News Limited. Since 1988, he has been involved in a freelance Management Consultation practice in Productivity, Marketing and Mathematical Modeling of Systems for various corporate clients. Shri Boman Moradian is Director on the Board of Essel Propack Ltd. and Garware Polyester Ltd.

The Company has received declarations from him that he meets with the criteria of Independence as prescribed under Section 149(6) of the Act and under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received from Shri Boman Moradian, a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of said Rules, to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Board of Directors of your Company, is of opinion that he fulfils the conditions specified in the Act, the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be eligible to be appointed as an Independent Director and that he is independent of the management of the Company.

The Board is of view that Shri Boman Moradian's qualification, knowledge and experience will be of immense benefit and value to the Company and therefore, recommends to the Members, his appointment as Independent Director, not liable to retire by rotation. He does not hold any equity shares in the Company. His brief resume forms part of this Annual Report. This statement, be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except for Shri Boman Moradian, 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 resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding interest, if any, in the Company.

The relatives of said appointee, may be deemed to be interested in this resolution to the extent of their respective shareholding interest, if any, in the Company.

Item No. 7 & 8

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 16th May, 2017, appointed Smt. Ekta A. Kabra, as an Additional Director of the Company w.e.f. 16th May, 2017.

She holds office upto the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013. The Company has received a Notice in writing from a Member along with deposit of requisite amount as required under Section 160 of the Act, proposing her candidature for the office of Director of the Company.

Smt. Ekta A. Kabra holds degree as B.A. – Economics, Delhi University and MBA – Family Business from S.P. Jain

Institute of Management and Research. She has over 11 years of experience in the management of the operations of Maharashtra Plastic & Industries, a group concern and was actively involved in materials planning & procurement.

Smt Ekta A. Kabra holds 1,56,400 (i.e. 0.49%) Equity Shares of Rs. 5/- each in the Company in Promoter Category. Smt Ekta A. Kabra is wife of Shri Anand S. Kabra, Technical Director of the Company.

Her brief resume forms part of this Annual Report. This statement, be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Smt. Ekta A. Kabra, a consent in writing to act as Director in Form DIR -2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of said Rules to the effect that she is not disqualified under subsection 2 of Section 164 of the Companies Act, 2013.

The Board is of view that her qualification, knowledge and experience will be of immense benefit and value to the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors has also appointed Smt. Ekta A. Kabra, as Director – Strategy of the Company for a period of 5 years w.e.f. 01st August, 2017, and approved her appointment subject to the approval of the shareholders. The Audit Committee has also approved the terms and conditions of her appointment, as she, being a related party under Section 2 (76) of the Act.

The main terms and conditions relating to the appointment of Smt. Ekta A. Kabra as the Director – Strategy are as follows:

The Basic Salary of Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand 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, she shall be entitled to the following perquisites restricted to an amount equal to her 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 Company.
- (iv) Club Fees: Subject to a maximum of two clubs. This will not include admission and life membership fees.
- (v) Personal Accident Insurance & Mediclaim 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 appointment of Smt. Ekta A. Kabra under Section 190 of the Act and pursuant to the relevant provisions of 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 Smt. Ekta A. Kabra is placed before the Members at this Annual General Meeting for their approval.

Smt Ekta A. Kabra is concerned / interested in the resolutions as set out in the Notice at Item Nos. 7 & 8, since it pertains to her own appointment and remuneration. Shri Anand S. Kabra is also deemed to be interested in aforesaid resolutions, being relative of the said appointee, to the extent of his shareholding interest, if any, 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 Nos. 7 & 8 of the Notice, except to the extent of their respective shareholding interest, if any, in the Company.

Your Directors recommend passing of the resolutions at Item Nos. 7 & 8 of the Notice as Ordinary Resolutions.

Item No. 9

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 16th May, 2017 considered and approved the appointment of the Cost Auditors M/s. Dhara Shah & Associates, Cost Accountants (Firm Registration No.: 102986) and remuneration payable to them, as set out in the Resolution.

The Board recommends Ordinary Resolution at Item No. 9 of the Notice for approval and 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.

Item No. 10

Existing Clause 10 under head "The Object Incidental or Ancillary to the attainment of Main Object" in the Object Clause of the Memorandum of Association of the Company requires to be re-worded / replace for the sake of clarity and to make it more descriptive and specific to enable the company to carry out the business as contemplated in the draft of re-worded/replaced Clause 10 as set out in the resolution. Such business can be conveniently and advantageously combined with the existing business of the Company for its overall growth.

Pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, such alteration requires approval by the Members by way of a Special Resolution. Board approved this proposal by passing Circular Resolution on 16th June 2017 and recommend the resolution at Item No. 10 of the accompanying Notice for your approval.

By order of the Board
For **Kabra Extrusion Technik Ltd.**

Place : Mumbai
Date : 16th June, 2017

Y. D. Sanghavi
Company Secretary