

**K M INDUSTRIAL INVESTMENTS LIMITED**

Regd. Office: S, 208, Ideal Plaza,  
11/1, Sarat Bose Road  
Kolkata- 700 020  
Ph: 033-40035242

Email id: [info@kmiil.com](mailto:info@kmiil.com), Website: [www.kmiil.com](http://www.kmiil.com)  
CIN: L67120WB1981PLC033287

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of **K M INDUSTRIAL INVESTMENTS LIMITED** will be held at registered office of the Company at S, 208, Ideal Plaza, 11/1, Sarat Bose Road, Kolkata- 700 020 on Wednesday, September 30, 2015 at 1.00 P.M. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015 and the report of the Directors and Auditors thereon.
2. The Board decided not to declare any dividend for the Financial Year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mrs. Sunita Bagrodia (DIN: 00425561) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, and all other provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of audit committee of the Board, the Company hereby ratifies the appointment of M/s SM Daga & Co., Chartered Accountants (Firm Registration No.: 303119E) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

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

“**RESOLVED THAT** Mr. Avijit Banerjee (holding Din 07214147) who was appointed as an additional director by the board of directors of the Company w-e-f 26.05.2015 pursuant to the provisions of sections 149 & 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and who holds office upto the date of this AGM in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of director be and is hereby appointed as an Independent director on the Board of Directors of the Company to hold office upto 5 consecutive years upto 25<sup>th</sup> May, 2020 not liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

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 Section 196, 197 & 203 of the Companies Act 2013 read with Schedule V of the said Act (including any amendment, modification, variation or re-enactment thereof), and subject to approval of the Central Government, if any, the approval of the members be and is hereby accorded to the appointment of Mr. Sandeep Bagrodia (Din 00425649) as the Managing Director of the Company for a period of five years effective from 26<sup>th</sup> May, 2015 to 25<sup>th</sup> May, 2020 as per terms & conditions including remuneration as set out in the draft agreement to be executed between him and the Company.

**“RESOLVED FURTHER THAT** subject to provision of section 197, 198 & schedule V & other applicable provisions of the companies act, 2013, the terms & conditions of the managerial remuneration is stated below :

- A. Remuneration payable to any one Managing Director or Whole time Director or Manager shall not exceed 5% of the Net Profit of the Company in respect of any financial year before deducting such managerial remuneration and tax & the Board of Directors be authorized to determine the remuneration and grant such increases from time to time within the limits of Schedule V of the Companies Act 2013.
- B. If more than one Managing Director or Whole time Director or Manager (if any) are appointed, remuneration payable shall not exceed 10% of the Net Profit to all such directors and managers in aggregate.
- C. In the event of inadequacy or absence of profits during the period of the agreement, the managing director shall not be entitled to remuneration subject to the provisions of Schedule V.
- D. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committees thereof from the date of his appointment however he shall be entitled to reimbursement of expenses in connection with the business of the company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Place: Kolkata  
Dated: 12.08.2015

**By Order of the Board of Directors**

**Sd/**  
Sandeep Bagrodia  
Managing Director  
(DIN: 00425649)

**NOTES:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.**

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
2. An Explanatory Statement as required under section 102 of the Companies Act 2013 in respect of the business specified above is annexed hereto.
3. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., **Purva Sharegistry (India) Pvt. Ltd.** at Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011
  - a. Email Id
  - b. PAN No
  - c. Unique Identification No.
  - d. Mother's Name
  - e. Occupation
  - f. In case of a minor (Guardian's Name and date of birth of the Member)
  - g. CIN (In case the member is a body corporate)
4. All the registers and relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M – 1.00 P.M up to the date of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
6. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

7. Electronic copy of the notice of the 34<sup>th</sup> Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
8. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
9. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
10. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
11. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., **Purva Sharegistry (India) Pvt. Ltd.** at Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 Contact No.: 022 23012518 E-Mail: [busicomp@gmail.com](mailto:busicomp@gmail.com)
12. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2015 to September 30, 2015 (both days inclusive).

13. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed e-voting services as provided by National Securities Depository Limited (NSDL).

The Company has appointed Mrs. Rekha Agarwal, Practicing Company Secretary, as Scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions of e-voting are detailed hereunder:

- A. Members whose Shareholding is in dematerialized form and whose email addresses are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
  - i. Open e-mail and open PDF file viz. K M Industrial Investments Limited Notice with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing following URL: <https://www.evoting.nsdl.com>
  - iii. Click on “Shareholder Login”.

- iv. Put User ID and Password as initial password noted in step (i) above and Click Login.
  - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. We strongly recommend that you should not share your new password with any other persons and take utmost care to keep your password confidential.
  - vi. Home page of “e-voting” opens. Click on – Voting – Active Voting Cycles.
  - vii. Select “EVEN” (E -Voting Event Number) of K M Industrial Investments Limited
  - viii. Now you are ready for e-voting as “Cast Vote” page opens.
  - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional Shareholders (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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer on or before 29<sup>th</sup> September, 2015 (5.00 p.m) on e-mail id: [acsrekha@gmail.com](mailto:acsrekha@gmail.com) with a copy marked to [e-voting@nsdl.com](mailto:e-voting@nsdl.com)
  - xiii. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
    - i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
**EVEN (E Voting Event Number)    USER ID    PASSWORD**
    - ii. Please follow all steps from SI. No. (ii) to SI. No. (xii) above, to cast vote.
- B. The e-voting period commences on Sunday, 27<sup>th</sup> September, 2015 (10.00 a.m.) and ends on Tuesday, 29<sup>th</sup> September, 2015 (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 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- C. The voting rights of Members through electronic means shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2015.
- D. The notice of Annual General Meeting will be send to the members, whose names appears in the register of members / depositories as at closing hours of business, on 21<sup>st</sup> August, 2015.
- E. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat accounts.

- F. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- G. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.kmiil.com](http://www.kmiil.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- H. Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement pursuant to provisions of section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business item of the accompanying Notice.

#### **ITEM NO. 5:**

Mr. Avijit Banerjee (holding Din: 07214147) who was appointed as an additional director by the board of directors of the Company w-e-f 26.05.2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Avijit Banerjee will hold office upto the date of ensuing AGM.

The Company has received from Mr. Avijit Banerjee (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Avijit Banerjee as an Independent Director of the Company upto 25<sup>th</sup> May, 2020 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

The Directors recommend the approval of the ordinary resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Avijit Banerjee is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**ITEM NO. 6:**

The Board of Director of the Company at its meeting held on 26<sup>th</sup> May, 2015 had discussed on appointment of Mr. Sandeep Bagrodia (Din 00425649) as Managing Director of the Company for a period of 5 years w-e-f 26<sup>th</sup> May, 2015 to 25<sup>th</sup> May, 2020 on terms of appointment and remuneration payable to Mr. Sandeep Bagrodia, Managing Director of the Company as are specified in the draft agreement executed between him and the Company, a copy of which (as has duly approved by the Board) was placed before the meeting.

Mr. Sandeep Bagrodia is a commerce graduate having enriched experience of over 10 years in the field of Capital Market, Financial Sector and Business Strategy

In terms of the provisions of the Companies Act, 2013 consent of the shareholders is required for appointment of Mr. Sandeep Bagrodia as Managing Director of the Company. The Board recommends the resolution for approval of the members as an ordinary resolution. A copy of Board Resolution and the appointment letter issued to Mr. Sandeep Bagrodia, Managing Director will be available inspection at the Registered Office of the Company on all working days except holidays between 11.00AM – 1.00 P.M up to the date of Annual General Meeting.

None of the Directors of the Company except Mr. Sandeep Bagrodia is, in any way, concerned or interested in the proposed resolution.

Place: Kolkata  
Dated: 12.08.2015

**By Order of the Board of Directors**  
Sd/  
Sandeep Bagrodia  
Managing Director  
(DIN: 00425649)

**Details of Director Proposed to be appointed/re-appointed at the Annual General Meeting  
(In pursuance to Clause 49 of the Listing Agreement)**

<b>Name of Director</b>	Mr. Avijit Banerjee
<b>Age</b>	44 years
<b>Date of Appointment on the Board</b>	26/05/2015
<b>Expertise in specific field</b>	He is a Commerce graduate and having experience of over 5 years in the field of Accountancy and Auditing
<b>Chairman/ Member of the committee(s) of the Board of Directors of the Company</b>	<ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Nomination and Remuneration Committee- Member</li> <li>• Stakeholders Relationship Committee- Member</li> </ul>
<b>Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director</b>	Sandeep (India) Limited <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination and Remuneration Committee- Chairman</li> <li>• Stakeholders Relationship Committee- Chairman</li> </ul>
<b>Shareholding in the Company</b>	Nil

<b>Name of Director</b>	Mrs. Sunita Bagrodia
<b>Age</b>	47 years
<b>Date of Appointment on the Board</b>	22/08/1997
<b>Expertise in specific field</b>	She is a commerce graduate and possesses experience of over 8 years in the field of Capital Market, Financial Sector and Business Strategy
<b>Chairman/ Member of the committee(s) of the Board of Directors of the Company</b>	<ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Member</li> <li>• Audit Committee- Member</li> </ul>
<b>Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director</b>	Sandeep (India) Limited <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Member</li> <li>• Stakeholders Relationship Committee- Member</li> </ul>
<b>Shareholding in the Company</b>	10,450 (0.33%)



<b>Name of Director</b>	Mr. Sandeep Bagrodia
<b>Age</b>	48 years
<b>Date of Appointment on the Board</b>	03/04/1992
<b>Expertise in specific field</b>	He is a commerce graduate and possesses enriched experience of over 10 years in providing Business Advisory Service and also makes strategies for the up gradation of the Company.
<b>Chairman/ Member of the committee(s) of the Board of Directors of the Company</b>	<ul style="list-style-type: none"> <li>• Shareholders &amp; Investors Grievance Committee - Member</li> </ul>
<b>Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director</b>	<p>Sandeep (India) Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul>
<b>Shareholding in the Company</b>	57,750 (1.80%)

**K M INDUSTRIAL INVESTMENTS LIMITED**  
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 CIN: L67120WB1981PLC033287

<b>ATTENDANCE SLIP</b>  I/We hereby record my/our presence at the 34 <sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 30 <sup>th</sup> September, 2015 at 1.00 P.M at its registered office at S, 208, Ideal Plaza, 11/1, Sarat Bose Road, Kolkata- 700 020, West Bengal	<b>Folio/DP ID &amp; Client ID No.:</b>
	<b>Name :</b>
	<b>Address :</b>
	<b>Joint holders Name :</b>
	<b>Shares</b>

.....  
 Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

**Notes:** Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)

**Please read instructions given at Note No. 13 of the Notice of the Annual General Meeting carefully before voting electronically.**

**The e-Voting facility will be available during the following voting period:**

Commencement of e-voting: From <Sunday, 27.09.2015 & 10.00 AM >

End of e-Voting: Up to <Tuesday, 29.09.2015 & 5.00 PM >

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**PROXY FORM**  
**MGT-11**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the shareholder:  
 Registered address:  
 E-mail ID:  
 Folio No. / Client ID:  
 DP ID:

I / we, being the shareholder(s) of ..... shares of the above named company, hereby appoint

Name \_\_\_\_\_ Address \_\_\_\_\_  
 Email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him  
 Name \_\_\_\_\_ Address \_\_\_\_\_  
 Email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him  
 Name \_\_\_\_\_ Address \_\_\_\_\_  
 Email Id \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday 30<sup>th</sup> September, 2015 at 1.00 PM at its registered office at S, 208, Ideal Plaza, 11/1, Sarat Bose Road, Kolkata- 700 020 West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2015 and the Balance Sheet as on that date and the Report of the Board of Directors and the Auditors Report thereon		
2.	The Board decided not to declare any dividend for the Financial Year ended 31 <sup>st</sup> March, 2015.		
3.	To appoint a Director in place of Mrs. Sunita Bagrodia (DIN: 00425561), who retires by rotation and being eligible, offers herself for reappointment.		
4.	Re-appointment of M/s SM Daga & Co., Chartered Accountants as Statutory Auditor of the company.		
5.	Appointment of Mr. Avijit Banerjee as an Independent Director of the company		
6.	Appointment of Mr. Sandeep Bagrodia as Managing Director of the Company		

Signed this .....day of .....2015  
 Member's Folio /DP ID & Client ID No.....  
 Signature of Shareholder(s).....  
 Signature of Proxy holder (s) .....

Affix Revenue Stamp
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**Note:** 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.