

KUBER UDYOG LIMITED

Regd. Office: Office No. 02, First Floor, 16, India Exchange Place, Kolkata - 700 001

Telephone: 033-65002333 Website: www.kuberudyog.com Email Id: kuberudyoglimited@gmail.com
CIN: L51909WB1982PLC035481

Date: 29/08/2017

To,

The Department of Corporate Services,
Bombay Stock Exchange Limited
14th Floor, P.J. Towers,
Dalal Street, Mumbai - 400 001.

**The Calcutta Stock Exchange
Limited,**
7, Lyons Range, Kolkata - 700 001

Dear Sir/ Madam

**Sub: Notice of Annual General Meeting and Intimation of Record date and Book
Closure Date**

Ref: BSE Scrip Code: 539408

Ref: CSE Scrip Code: 21168

We wish to inform your goodself that the 35th Annual General Meeting of our Company will be held on Wednesday the 20th September, 2017 AT 09.30 a.m at C/o. Mohan Clinic & Research Centre Pvt Ltd, 30/5 Hanspukar Road, Green Park, Bakhrahat Road, Kolkata – 700 104

The Cut - off date is September 13, 2017 and Book closure date for the 35th Annual General Meeting is September 13, 2017 to September 20, 2017 (both days inclusive).

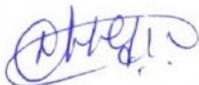
Please find enclosed the Notice of the Annual General Meeting.

Kindly take the same on your record.

Thanking You,

Yours Truly,

For KUBER UDYOG LIMITED



(Mr. Nikunj Chheda)

Company Secretary & Compliance Officer



Encl: As Above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING OF THE MEMBER OF KUBER UDYOG LIMITED WILL BE HELD ON WEDNESDAY THE 20th SEPTEMBER, 2017 AT 09.30 A.M AT C/O. MOHAN CLINIC & RESEARCH CENTRE PVT LTD, 30/5 HANSPUKAR ROAD, GREEN PARK, BAKHRAHAT ROAD, KOLKATA – 700 104 TO TRANSACT THE FOLLWOING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the the Audited Financial of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139,141 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable provisions, if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Koshal & Associates, Chartered Accountants (firm registration no. 121233W) be and are hereby ratified as the Statutory Auditors of the Company for FY 2017-18, at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

3. Regularization of Mrs. Sejal Soni (DIN: 07751759) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 2015, Mrs. Sejal Soni (DIN: 07751759), who has been appointed as an Additional Director by the Board of Directors with effect from February 14, 2017, in terms of Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of Executive Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.

4. Regularization of Mr. Chetan Shinde (DIN: 06996605) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force), 2015, Mr. Chetan Shinde (DIN: 06996605), who has been appointed as an Additional Director by the Board of Directors with effect from August 16, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Executive Director of the Company.”

5. Appointment of Mr. Chetan Shinde as Managing Director of the Company:

To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals / consents as may be required, the consent of the members of the company be and is hereby accorded to the appointment of Mr. Chetan Shinde as Managing Director of the Company for a period of 5 years with effect from 16/08/2017 to 15/07/2022 on the terms and conditions including remuneration as specified in the Explanatory Statement annexed to this Notice, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’), in the exercise of its discretion, to alter and vary from time to time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.”

Registered Office:
Office No. 02, First Floor ,
16, India Exchange Place
Kolkata, West Bengal – 700 001

By Order of the Board
For Kuber Udyog Limited

Date: 16.08.2017
Place: Mumbai

Sd/-
Mrs. Sejal Soni
Chairperson
DIN: 07751759

NOTES:

1. A member entitled to attend and vote the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company proxies in order to be effective must be deposited at the registered.
2. A person appointed as proxy shall act as a proxy on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting right.
3. The explanatory statement pursuant to section 102 of the companies act, 2013 in relation to special business of the meeting is annexed hereto.

4. The register of members and the share transfer books of the company will remain closed from 13th September, 2017 to 20th September, 2017 (both days inclusive). For the purpose of Annual General Meeting for the Financial Year ended 31st March, 2017.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the annual report at the meeting.
6. The securities and exchange board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit the pan to their depository participants with whom they are maintaining their demat accounts and the members holding shares in physical form can submit their pan details to the company.
7. Members are requested to kindly notify changes including email address, if any, in their address to the company's registered office address, situated at Office No. 02, First Floor , 16, India Exchange Place Kolkata, West Bengal – 700 001.
8. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
9. 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 Annual General Meeting of the company the register of contracts or arrangements in which the 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 of the company.
10. Electronic copy of the notice of the 35th 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 participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 35th 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 in the permitted mode.
11. Members may also note that the notice of the 35th Annual General Meeting and the Annual Report for 2017 will also be available on the company's website www.kuberudyog.com for their download. The physical copies of the aforesaid documents will also be available at the company's registered office at Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor email id: kuberudyoglimited@gmail.com.

12. INFORMATION / PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM As Follows:

Name of the Director	Mrs. Sejal Soni	Mr. Chetan Shinde
Directors Identification Number (DIN)	07751759	06996605
Date of Birth	25/12/1979	10/09/1990
Nationality	Indian	Indian
Date of Appointment	14/02/2017	16/08/2017
Qualification	B.COM	M.COM
Experience in specific functional area	10 years of experience in the field of Marketing & Administration	6 years of Experience in Finance and IT.
Directorship in other Indian Public Limited Companies	1. Fischer Chemic Limited 2. Amaze Entertech Limited	Gajakarna Trading Private Limited
No. of Shares held	Nil	Nil

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS:

13. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- i. Open email and open PDF file viz; **“Kuber Udyog Limited e-Voting.pdf”** with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new

password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- vii. Select “EVEN” of Kuber Udyog 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to isha.nahata86@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participant(s)] or requesting physical copy:

- i. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 13th September, 2017, are entitled to vote on the Resolutions set forth in this Notice.

- V. The remote e-voting period will commence at 9.00 a.m. on 17th September, 2017 and will end at 5.00 p.m. on 19th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 13th September, 2017.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th September, 2017 may obtain the login ID and password by sending an email to kuberudyoglimited@gmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mrs. Isha Bothra, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, 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. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Bombay Stock Exchange Limited.

**Registered Office:
Office No. 02, First Floor ,
16, India Exchange Place
Kolkata, West Bengal - 700001**

**Date: 16.08.2017
Place: Mumbai**

**By Order of the Board
For Kuber Udyog Limited**

**Sd/-
Mrs. Sejal Soni
Chairperson
DIN: 07751759**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013**

ITEM No. 3

The Board of Directors of the Company appointed Mrs. Sejal Soni (DIN: 07751759) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from February 14, 2017 and she holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mrs. Sejal Soni as Executive Director of the Company.

The Company has received from Mrs. Sejal Soni –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM No. 4

The Board of Directors of the Company appointed Mr. Chetan Shinde (DIN: 06996605) as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from August, 16, 2017 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Chetan Shinde (DIN: 06996605) as Director of the Company.

The Company has received from Mr. Chetan Shinde:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM No. 5

The resolution seeks approval of the members in terms of section 196, 197, 198 & 203 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Chetan Shinde as the Managing Director of the Company from 16/08/2017 to 15/07/2022.

The terms and conditions of his appointment are as follows:

1. Mr. Chetan Shinde will perform such duties as shall from time to time be entrusted to him by the Board of Directors subject to superintendence, guidance and control of the Board of Directors.
2. Salary Payable: Rs. 1,80,000/- per annum.
3. Reimbursement of Expenses: The Managing Director shall be entitled for reimbursement of payments made for official purpose / for enhancement of Company's business and such reimbursement shall not form part of the remuneration for the purpose of ceilings, wherever applicable.

Except Mr. Chetan Shinde being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Registered Office:
Office No. 02, First Floor ,
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Kolkata, West Bengal - 700 001

By Order of the Board
For Kuber Udyog Limited

Sd/-
Mrs. Sejal Soni
Chairperson
DIN: 07751759

Date: 16.08.2017
Place: Mumbai
