

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF POLAR MARMO AGGLOMERATES LIMITED WILL BE HELD ON FRIDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER 2018, AT 01:00 P.M AT SP 1-3, INDUSTRIAL AREA, PRATAP NAGAR, UDAIPUR, RAJASTHAN - 313001 TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit and Loss of the Company for the Financial Year ended 31st March, 2018 and the Cash Flow Statements and other Annexures and the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, the appointment of M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), who were appointed as Statutory Auditors of the Company at 27<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015, to hold office for a term of five years, i.e. , from the conclusion of 27<sup>th</sup> Annual General Meeting until the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company, be and is hereby ratified and confirmed from the conclusion of 30<sup>th</sup> AGM of the Company till the conclusion of 31st AGM of the Company on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** Mr. Shatrughan Sahu (holding DIN: 00343726) who was appointed as an Additional Director of the Company designated as an Independent Director w.e.f. 19/01/2018 in terms of the provisions of Section 161, 149(1) and other applicable provisions of the Companies Act, 2013 and the Rules made there under and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Directors of the Company for a term of Five Years from the date of his appointment.”

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

**“RESOLVED THAT** Mr. Ravi Sharma (holding DIN: 01802376) who was appointed as an Additional Director of the Company w.e.f. 25/01/2018 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

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

**“RESOLVED THAT** Mr. Ajay Sharma (holding DIN: 03344008) who was appointed as an Additional Director of the Company w.e.f. 28/08/2018 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

**For and On behalf of Board of  
Polar Marmo Agglomerates Limited**

**Sd/-**

**Shatrughan Sahu**

**Director**

**DIN: 00343726**

**Place: New Delhi**

**Date: 01<sup>st</sup> September, 2018**

**NOTES:**

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of the AGM.
6. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. The members are requested to intimate changes, if any, in their registered address to Company for shares held by them.
9. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
10. Members are requested:
  - i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) 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 who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically. They are also required to provide their Bank Account details to the company.**
12. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company for the shares held by them in Physical form.
13. Members are requested to submit their Permanent Account Number (PAN) to the Company in order to comply with the SEBI guidelines. Members are also requested to provide their Bank Account details/email id details to the Company.
14. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company.

**For and On behalf of Board of  
Polar Marmo Agglomerates Limited  
Sd/-  
Shatrughan Sahu  
Director  
DIN: 00343726**

**Place: New Delhi  
Date: 01<sup>st</sup> September, 2018**

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3**

The Board of Directors of the Company at its meeting held on 19/01/2018 had appointed Mr. Shatrughan Sahu as an Additional Director of the Company designated as an Independent Director as per Section 161, 149 (1) of the Companies Act, 2013 and Rules made thereunder and as such he holds office upto the date of this Annual General Meeting.

The Board has recommended the appointment of Mr. Shatrughan Sahu as an Independent Director for a term of five years from the date of his appointment.

Mr. Shatrughan Sahu has also given his consent to act as a Director of the Company and has confirmed that he is not disqualified to act as a Director. In the opinion of the Board, Mr. Shatrughan Sahu fulfils the conditions specified in the Act and the Rules framed there under for his appointment as an Independent Director of the Company.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from a member along with deposit of requisite amount proposing his candidature for the office of Director.

A brief profile of Mr. Shatrughan Sahu is given below:

Mr. Shatrughan Sahu, aged 42 years, is a Bachelor of Commerce from prestigious University. He has an extensive experience of almost 18 Years in various aspects of management, viz., the field of marketing, finance, accounts, taxation, corporate secretarial matters and general administration.

The Company is expected to improve its financial condition under his valuable support and guidance to the Board of Directors of the company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Shatrughan Sahu as an Independent Director is now being placed before the members for their approval.

At present, Mr. Shatrughan Sahu is a Director in the following public limited companies:

S. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1.	Shashank Traders Limited	Audit Committee Nomination and Remuneration Committee Stakeholders' Relationship Committee	Chairman Chairman Chairman
2.	Heritage Corporate Services Limited	Nil	Nil
3.	Kameshwari Buildwell Limited	Nil	Nil

Mr. Shatrughan Sahu does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him. Mr. Shatrughan Sahu is also not related to any of the Directors of the company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Shatrughan Sahu as an Independent Director of the Company.

Except Mr. Shatrughan Sahu, 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 in Item No. 3. The Board of Directors recommends the resolution for approval by the members.

**Item No. 4**

Mr. Ravi Sharma was appointed as an Additional Director of the Company by the Board of Directors with effect from 25.01.2018 and in terms of relevant provisions of the Companies Act, 2013 and Rules made thereunder, He holds office till the conclusion of ensuing Annual General Meeting.

The Company has received a notice under Section 160 of the Act along with deposit of requisite amount proposing his candidature for the office of director liable to retire by rotation.

Mr. Ravi Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. His brief profile is mentioned herein below:

Mr. Ravi Sharma, aged 61 years, is a graduate in Mathematics from Aligarh Muslim University. He has 32 years of experience in Export and Import business. He has an extensive experience in various aspects of management, viz., the field of marketing, finance, corporate affairs and general administration.

The Board has recommended the appointment of Mr. Ravi Sharma as a Director of the Company whose term of office is liable to retire by rotation. In the opinion of the Board, Mr. Ravi Sharma fulfils the conditions specified in the Act and the Rules framed there under for his appointment as Non Executive Director of the Company liable to retire by rotation.

In compliance with the provisions of Companies Act, 2013 and the rules made thereunder, the appointment of Mr. Ravi Sharma as a Director of the company liable to retire by rotation is now being placed before the members for their approval.

The Board considers it desirable to have the benefit of his advice and guidance and recommends the Ordinary Resolution at Item No. 4 for approval of the members.

At present, Mr. Ravi Sharma is a Director in the following public limited companies:

S. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1.	PATLIPUTRA INTERNATIONAL LTD	Nil	Nil

Mr. Ravi Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him. He is also not related to any of the Directors of the company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ravi Sharma as Director of the Company.

Except Mr. Ravi Sharma, 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 in Item No. 4. The Board of Directors recommends the resolution for approval by the members.

#### Item No. 5:

The Board of Directors of the Company at its meeting held on 28/08/2018 had appointed Mr. Ajay Sharma as an Additional Director of the Company designated as a Director as per Section 161, 149 (1) of the Companies Act, 2013 and Rules made thereunder and as such he holds office upto the date of this Annual General Meeting.

The Board has recommended the appointment of Mr. Ajay Sharma as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Mr. Ajay Sharma has also given his consent to act as a Director of the Company and has confirmed that he is not disqualified to act as a Director.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from a member along with deposit of requisite amount proposing his candidature for the office of Director.

A brief profile of Mr. Ajay Sharma is given below:

Mr. Ajay Sharma, aged 45 years, is a Commerce Graduate from University of Delhi. He has an enriched experience of over 20 Years in real estate business, managing manufacturing units, trading & retail business. His business interest today are in the area of real estate, retails and Infrastructure, software and stock broking companies.

The Company is expected to improve its financial condition under his valuable support and active participation in the business of the Company.

In compliance with the provisions of Companies Act, 2013 and the rules made there under, the appointment of Mr. Ajay Sharma as a Director of the Company is now being placed before the members for their approval.

At present, Mr. Ajay Sharma is a Director in the following public limited companies:

S. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1.	INTERWORLD DIGITAL LIMITED	Audit Committee Nomination and Remuneration Committee Stakeholders' Relationship Committee	Chairman Chairman Chairman
2.	E-VISESH.COM LIMITED	N.A	N.A
3.	PATLIPUTRA INTERNATIONAL LTD	N.A	N.A

Mr. Ajay Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him. Mr. Ajay Sharma is also not related to any of the Directors of the company.

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The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ajay Sharma as a Director of the Company.

Except Mr. Ajay Sharma, 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 in Item No. 5. The Board of Directors recommends the resolution for approval by the members.

**For and On behalf of Board of  
Polar Marmo Agglomerates Limited**  
Sd/-  
**Shatrughan Sahu**  
Director  
DIN: 00343726

**Place: New Delhi**  
**Date: 01<sup>st</sup> September, 2018**