

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF POLAR MARMO AGGLOMERATES LIMITED WILL BE HELD ON SATURDAY, THE 28TH DAY OF SEPTEMBER 2019, 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, 2019 and the Statement of Profit and Loss of the Company for the Financial Year ended 31st March, 2019 and the Cash Flow Statements and other Annexures and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Sharma (DIN 01802376), Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013
3. To appoint Statutory Auditors of the Company and in this connection to consider, and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory enactment or modification(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s NemaniGarg Agarwal & Co., Chartered Accountants, New Delhi (Firm Registration No. 010192N), be and is hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company, at such fees and out of pocket expenses, etc, as may be mutually agreed between the Board of the Directors of the Company and the said Auditors.”

SPECIAL BUSINESS:

4. **Re-appointment of Ms. Madhu Sharma (DIN 06947852) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and any other applicable law(s), regulation(s), guideline(s), and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Madhu Sharma (DIN -06947852), who holds the office of Independent Director of the Company up to the date of this Annual General Meeting (i.e. Thirty First Annual General Meeting) & who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) consecutive years i.e. from the date of this Annual General Meeting (i.e. Thirty First Annual General Meeting) up to the date of the Thirty Sixth (36th) Annual General Meeting of the Company to be held in the financial year 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

For and On behalf of Board of

Polar Marmo Agglomerates Limited

Sd/-	Sd/-
Ravi Sharma	ShatrughanSahu
Director	Director
DIN: 01802376	DIN: 00343726

Place: New Delhi
Date: 30th August, 2019

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 Sunday, 22nd September, 2019 to Saturday, 28th September, 2019 (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/-
Ravi Sharma
Director
DIN: 01802376

Sd/-
Shatrughan Sahu
Director
DIN: 00343726

**Place: New Delhi
Date: 30th August, 2019**

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

M/s. RMA & Associates LLP, Chartered Accountants, had been the statutory auditors of the Company and had been conducting Audit of your company since 2009-10. Pursuant to the provisions of section 139(2) which states that, "No listed Company or a company belonging to such class or classes of Companies as may be prescribed, shall appoint or re-appoint –

- (a) An individual as auditor for more than one term of five consecutive year; and
- (b) An audit firm as auditor for more than two terms of five consecutive years.

In terms of the said provisions and rules framed thereunder, M/s. RMA & Associates LLP, Chartered Accountants, Firm Registration no. 000978N have completed two terms of five consecutive years, therefore, the company has to appoint a fresh Chartered Accountant, to conduct audit of the company.

The Audit Committee, in its meeting held on 30th August 2019 had recommended the appointment of M/s. NemaniGarg Agarwal & Co., (Firm's Registration No. 010192N), Chartered Accountants, Delhi as the Statutory Auditors of the Company and the Board of Directors in their meeting held on 30th August 2019 have also recommended their appointment as the statutory auditors of the Company for a period of 5 years commencing from the conclusion of this Annual general Meeting till the conclusion of the Annual General Meeting of the Company to be held in the Year 2024.

Brief Profile of NemaniGarg Agarwal & Co.

NemaniGarg Agarwal & Co. is a leading Chartered Accountancy Firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.

NemaniGarg Agarwal & Co. is a professionally managed firm. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

Your company has received written consent of the auditor to such appointment in terms of Section 139 & 141 of the Companies Act, 2013, as amended, and have also obtained a Certificate in terms of Rule 3 & 4 of the Companies (Audit & Auditors) Rules, 2014, to the effect that it is eligible for appointment and is not disqualified for appointment under the act, Chartered Accountants Act, 1949, and rules and regulations made thereunder; the proposed appointment is as per the term provided under the Act; the proposed appointment is within the limits laid down by or under the authority of the Act; and that there are no proceedings against the firm or any partner of the firm pending with respect to professional matter of conduct before the Institute of Chartered Accountants of India or other competent authority or court; that they satisfy the criteria as provided under section 141 and other provisions, if any, of the Companies Act, 2013.

Further pursuant to the provisions of section 139 read with Rules framed thereunder, the resolution appointing **M/s. NemaniGarg Agarwal & Co** as the Auditor, is being placed for consideration by the members in the ensuing Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives, in any way and / or manner, deemed to be concerned or interested financially or otherwise, in the Ordinary Resolution as set out in the Notice.

ITEM NO.4 Re-appointment of Ms. MadhuSharma (DIN 06947852) as an Independent Director of the Company.

Ms. Madhu Sharma is an Independent Non-Executive Director of the Company. At the Twenty sixth (26th) Annual General Meeting of the Company held on September 30, 2014, Members of the Company had approved appointment of Ms. MadhuSharma (DIN - 06947852) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from the Twenty sixth Annual General Meeting of the Company.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director is eligible for re-appointment for a second term of up to 5 years upon passing of a Special resolution by the Shareholders of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable that the Company continues to avail services of Ms. Madhu Sharma as an Independent Director.

As the current term of appointment of Ms. Madhu Sharma is expiring at the ensuing Annual General Meeting of the Company, your Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board and her skills, extensive and enriched experience in diverse areas and suitability to the Company and after reviewing declaration of independence received from Ms. Madhu Sharma, recommends re-appointment of Ms. Madhu Sharma as an Independent Director for a second term of Five (5) years commencing from the date of this Thirty First (31st) Annual General Meeting up to the Thirty Sixth (36th) Annual General Meeting of the Company. Requisite consent has been received from Ms. Madhu Sharma pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Ms. Madhu Sharma, who is proposed to be re-appointed for the second term as an Independent Director of the Company, fulfils the conditions of Independence specified under Section 149(6), Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management.

Brief Profile of Ms. Madhu Sharma

Ms. Madhu Sharma, is a Bachelor of Arts from prestigious University. She has an extensive experience of almost 20 years in various aspects of management, viz., the field of marketing and general administration. She has always demonstrated a certain dynamism and foresight seen in the most pragmatic of profession.

Ms. Madhu Sharma holds directorship and membership of the Committees of the Board of Directors of the under stated other companies in India:

1. **RCC Cements Limited**
 - Nomination and Remuneration Committee – Member
2. **MPS Infotecnics Limited**
 - Audit Committee – Chairperson
 - Nomination & Remuneration Committee – Chairperson
 - Corporate Social Responsibility Committee – Member
 - Risk Management Committee – Member
3. **Interworld Digital Limited**
 - Stakeholder's Relationship Committee – Member
 - Nomination & Remuneration Committee – Member
 - Risk Management Committee – Member
4. **Advik Laboratories Limited**
 - Audit Committee -- Member
 - Stakeholder's Relationship Committee – Member
 - Nomination & Remuneration Committee – Member

Ms. Madhu Sharma, the proposed director, does not hold any equity shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Madhu Sharma (whose reappointment is proposed in the resolution) is in any way concerned or interested, financially or otherwise, in the passing of this resolution.

Your Board recommends the Special resolution as set out in Item No. 4 for your approval.

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

Sd/-
Ravi Sharma
Director
DIN: 01802376

Sd/-
Shatrughan Sahu
Director
DIN: 00343726

Place: New Delhi
Date: 30th August, 2019