



KARNIMATA

COLD STORAGE

KARNIMATA COLD STORAGE LIMITED

CIN- L01403WB2011PLC162131

Regd. Office: Village – Chekuasole,

P.O. – Jogerdanga, P.S. – Goaltore,

Dist. – Paschim Medinipur, West Bengal – 721 121

Ph: +91 3227 218314, E-mail – karnimatacoldstorage@gmail.com

Fax: +91 3227 265193, Website: www.karnimatacoldstorage.com

To
The Manager
BSE SME Platform,
25th Floor, P. J. Tower,
Dalal Street,
Mumbai-400001

03rd August, 2017

Ref: Karnimata Cold Storage Limited; (Scrip Code: 537784/KCSL)

Sub: Notice of 06th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith a copy of the Notice convening the 06th Annual General Meeting of the Company to be held on Saturday, 26th August, 2017 at the Registered Office of the Company at Village - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore, Dist – Paschim Medinipur, PIN– 721121, West Bengal at 11.30 A.M. to transact the Ordinary and Special Businesses as set out in the said Notice.

You are requested to kindly take note of this intimation.

Thanking you.

Yours faithfully,

For Karnimata Cold Storage Limited

Chandni Gupta

Chandni Gupta
(Company Secretary & Compliance Officer)



Encl: As Above

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NOTICE OF SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the 6th Annual General Meeting of the Company will be held on Saturday, the 26th Day of August, 2017 at the Registered Office of the Company at Village - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore, Dist – Paschim Medinipur, PIN– 721121, West Bengal at 11.30 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statement:

To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2017, Statement of the Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.

2. Reappointment of Retiring Director:

To appoint a director in place of Asha Ladia, (DIN: 03504170), who retires by rotation and being eligible offers herself for her re-appointment.

3. Appointment of Auditors:

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014 ,M/s. Bidasaria and Associates, Chartered Accountants having Firm registration no. 315101E as Statutory Auditors of the Company to hold office till the conclusion of the 8th AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018 as may be determined by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS:

4. Increment of Remuneration of Managing Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), or any other law for the time being in force and on the recommendation of Nomination & Remuneration Committee of the Board and the Board of Directors, consent of the shareholders of the company be and is hereby accorded for increase in the remuneration of Mr. Pradip Lodha (DIN: 03006602), the Managing Director of the Company, w.e.f. 01st April, 2017, on such terms and conditions hereinafter mentioned and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.”

Consolidated Salary: Upto a Maximum of Rs. 7.2 Lacs p.a. (i.e., Rs. 60,000/- per month), including all benefits (whether by way of salary or any other means), within the limits specified in Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect(s) to the above resolution(s) and to file necessary forms with the Registrar of Companies, (Kolkata) West Bengal.”

5. Adoption of new set of Articles of Association:

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 14 and all other applicable Provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution(s), including filing of necessary forms with the Registrar of Companies, Kolkata, West Bengal, as may be required in relation to such amendments and to comply with all other requirements in this regard.”

**By Order of the Board
For Karnimata Cold Storage Limited**

Place: Paschim Medinipur

Date: 05/07/2017

Sd/-
Chandni Gupta
Company Secretary

Registered office:

Village - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore,
Dist – Paschim Medinipur, PIN– 721121, West Bengal

NOTES:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies act, 2013 (“Act” setting out material facts concerning the business under item No. 4 & 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed with the notice.
2. **A Member entitled to attend and to vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.** The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the AGM. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **19th August, 2017 to 26th August, 2017** (both days inclusive).
5. Members/Proxies/Authorized Representatives are requested to bring the attendance slip duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No. along with a valid identity proof such as PAN Card, Passport or Aadhaar Card or for attending the meeting.
6. In case of joint members attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, contact numbers, etc., to their depository participant (DP).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents, Bigshare Services Pvt. Ltd (BSPL).
9. Members are requested to send all communications relating to shares to the Company’s Share Transfer Agent to **M/s Bigshare Services Pvt. Ltd., E- 2/3, Ansa Industrial Estate, Sakhivihar Road, Saki Naka, Andheri (East), Mumbai- 400072.**
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or BSPL for assistance in this regard.
11. The route map showing directions to reach the venue of the Sixth AGM is annexed.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the Company's website www.karnimatacoldstorage.com (In 'Investor Relation Contact' section). Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
13. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same. The form for registration of e-mail address with the Company can be downloaded from the Companies Corporate website www.karnimatacoldstorage.com under the section News and announcement dated 11/08/2014 and also requested to send their e-mail address to the following: karnimatacoldstorage@gmail.com.
14. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least ten days prior to the meeting so that the required information can be made available at the meeting.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 ('the Act'), will be available for inspection by the members at the AGM.
16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1:00 P.M. on all working days, up to the date of the Annual General Meeting.
17. The Members whose names will appear in the register of the members / list of beneficial owners as on **(Friday) 28th July, 2017, being the cut-off date**, are entitled to receive notice to attend the 6th Annual General Meeting of the Company.
18. The Notice of AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. Members may also note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.karnimatacoldstorage.com.
19. All the members requested to physically present at the Meeting in person or by proxy to attend the 6th AGM of the Company.
20. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to it at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: karnimatacoldstorage@gmail.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013("the Act")

The following Statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No- 04

The Board of Directors at their meeting held on 17th August, 2013 appointed Mr. Pradip Lodha as a "non-retiring Director" of the Company with effect from 2nd September, 2013 and subject to necessary approvals as the "Managing Director" of the Company for a period of five years with effect from the said date.

Mr. Pradip Lodha completed his B. Com from Kolkata University and also holds a Bachelor's Degree in Law from North Orissa University. He has vast industry experience of agricultural products (especially potatoes) having been associated as a trader, agriculturist and also as a consultant in professional capacity with Cold Storage Units in West Bengal for over 20 years. His role in our company includes supervision of all operational activities as well as strategizing and leading the overall organizational execution. In view of the overall growth of the Company under leadership of Mr. Pradip Lodha, the Company has achieved growth in performance in a fiercely competitive environment.

In view of the aforesaid facts, the Board of Directors of the Company at their Meeting held on 24th March, 2017, on the recommendations of the Nomination and Remuneration Committee had approved the increment in the remuneration of Mr. Pradip Lodha w.e.f. 01st April, 2017 as set out in the Resolution. However the proposed remuneration as mentioned in the resolution is within the said limits specified in Schedule V of the Companies Act, 2013.

The approval of the members being sought for the increase remuneration of Mr. Pradip Lodha Upto a Maximum of Rs. 7.2 Lacs p.a. (i.e., Rs. 60,000/- per month), including all benefits (whether by way of salary or any other means).

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 04 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or affected by the proposed resolution(s) set out at Item No. 04 except Mr. Pradip Lodha and the holders of shares in general.

Item No- 05:

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. Hence, it is considered expedient to wholly replace the existing AoA by a new set of Articles of Association which shall be in conformity with the new companies Act, 2013. The Board of Directors in its meeting held on 05th July 2017 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders.

The draft AOA shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

**By Order of the Board
For Karnimata Cold Storage Limited**

Place: Paschim Medinipur
Date: 05/07/2017

Sd/-
Chandni Gupta
Company Secretary

Registered office:
Village - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore,
Dist – Paschim Medinipur, PIN– 721121, West Bengal

DETAILS OF THE DIRECTORS SEEKING REAPPOINTMENT AT THE 6th ANNUAL GENERAL MEETING

Particulars	Mrs. Asha Ladia
Date of Birth	January 26, 1962
Date of Appointment	April 29, 2011
Category	Non-Executive Director
Qualifications	B.A and B.Ed.
DIN No.	03504170
Expertise in specific functional areas	-Relevant experience in Trading and Investment Businesses. -Experience of being an agent for Life Insurance Corporation of India.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Nil
Number of shares held in the Company	74000
Number of Board Meetings attended during the year	8
Disclosure of relationships between directors inter-se	Nil

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ATTENDANCE SLIP

6th ANNUAL GENERAL MEETING

Name of the Member/Proxy: _____	
Address: _____	
Email-Id: _____	
Folio No./Client ID: _____	DP ID: _____
No(s). of Shares held: _____	

*Applicable for shareholding in electronic form.

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company. I/We hereby record my presence at the Sixth (6th) Annual General Meeting of the Company on 26th August, 2017 at 11.30 A.M. at Village: Chekuasole, Po: Jogerdanga, Ps: Goaltore, Dist: Paschim Medinipur, PIN-721 121, West Bengal.

Signature of Member/Proxy

Note:

1. Please bring this attendance slip to the Meeting and hand over at the entrance of the meeting hall duly filled & signed.
2. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID for easy identification of attendance at the Meeting.
3. Proxies are requested to bring their identity proof for verification at the entrance of the Meeting.



Form No. MGT-11

PROXY FORM

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

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6th ANNUAL GENERAL MEETING

Name of the Member(s):
Registered address:
E-mail Id:
Folio No./Client ID:
DP ID:

I / we, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name :
Address :
Email Id :
Signature:, or failing him
2. Name :
Address :
Email Id :
Signature:, or failing him
3. Name :
Address :
Email Id :
Signature:, or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on 26th August, 2017 at 11.30 A.M. at Vill: Chekuasole, Po: Jogerdanga, Ps: Goaltore, Dist: Paschim Medinipur, PIN-721 121, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Business	Vote(Optional. See Note 4) (Please mention no. of shares)		
		For	Against	Abstain
1	Adoption of Financial Statements			
2	Re-appointment of Mrs. Asha Ladia, who retires by rotation.			
3	Ratification of Appointment of Auditors and fixing their remuneration.			
4	Increment of Remuneration of Managing Director.			
5	Adoption of new set of Articles of Association.			

Signed this _____ day of _____ 2017

Signature of the Member

Affixed

Rs.1
revenue
stamp

Signature of Proxy holder(s)

Note:

1. The Proxy need not be a member.
2. The Proxy form must be submitted so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. In case of joint holders, the signature if any one holder will be sufficient but names of all the joint holders should be stated.
4. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ROUTE MAP TO THE VENUE OF 06TH ANNUAL GENERAL MEETING

