

G M B CERAMICS LIMITED

35TH Annual Report 2016-2017

Board of Directors	Mr. Gaurang Jalan, Managing Director Mr. Manav Jalan, Director Mr. Arabinda De, Independent Director Mr. Ram Avtar Jalan, Director Mr. Madhv Prasad Sureka, Independent Director
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Company Secretary	Ms. Nidhi Sharma
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Compliance Officer	Mr. G. Ramkumar
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Registered Office	Rajgangpur, Sundergarh , Odisha – 770 017 Tel: 066 2422 0609 Website : www.gmbceramics.com
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CIN	L26933OR1982PLC001049
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Statutory Auditors	M/s. G. K. Tulsyan & Company, Chartered Accountants, Kolkata
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Secretarial Auditors	Anil Kumar Dubey, Practising Company Secretary
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Head Office	23, Ganesh Chandra Avenue, Kolkata 700013 Email : admin@gmbceramics.com
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G M B CERAMICS LIMITED

CIN: L26933OR1982PLC001049

Registered Office: Rajgangpur- 770017, Dist. Sundergarh, Odisha

Tel. No: 06624 220609

Email: admin@gmbceramics.com

Website: www.gmbceramics.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s G M B CERAMICS LIMITED WILL BE HELD ON SATURDAY, 23rd DAY OF SEPTEMBER, 2017 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT RAJGANGPUR, SUNDERGARH, ODISHA-770017 TO TRANSACT THE FOLLOWING BUSINESS : -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and
2. To note that Mr. Manav Jalan (DIN-00358138), who retires by rotation, does not seek re-appointment.
3. To appoint the Statutory Auditors of the Company and to fix the remuneration and in this regard, pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby appoint M/s. Agarwalla Ajay Kumar & Co., Chartered Accountants, having ICAI Firm Registration No. 320297E, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fortieth Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), on such remuneration and terms as may be agreed upon by the Board of Directors and the Auditors.”

SPECIALBUSINESS:

4. To Appoint Ms. Nidhi Sharma (DIN-07925269) as an Executive Director and in this regard, pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of 149 and Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Nidhi Sharma , and in respect of whom the Company has received a notice in writing under Section 160 be and is hereby appointed with effect from the date of this Meeting as a Director of the Company, liable to retire by rotation.”

**By Order of the Board
G M B CERAMICS LIMITED**

**Place: Kolkata
Date: 17th August, 2017**

**(GAURANG JALAN)
Managing Director**

NOTES:

- A. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Rules made thereunder a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A member holding more than ten percent (10%) of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant statements to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the special business at Item Nos. 4 to 6 of the Notice, are annexed hereto.
2. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
3. Members are requested to:
 - I. Bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
 - II. quote their respective folio numbers numbers for easy identification of their attendance at the meeting.
 - III. Bodies Corporate, who are the members of the Company, are requested to send a certified copy of the board resolution authorizing their representative(s) to attend and vote at the meeting.
 - IV. 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.
4. (Saturday) 16th September, 2017 to (Saturday) 23rd September, 2017 (both days inclusive) will be Book Closure Period in terms of provisions of Section 91 of the Companies Act, 2013 for the purpose of AGM.
5. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
6. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).

7. In furtherance of the Go Green Initiative, Members holding shares in physical mode are requested to register their e-mail ID's with the Company and Members holding shares in demat mode are requested to register their e-mail ID's with the Company in case the same is still not registered.
8. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company in respect of shares held.
9. Members holding shares are requested to advise any change in their address or bank mandates immediately to the Company.
10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the electronic copy of the Annual Report 2016-17, Notice of the 35th AGM of the Company along with the Admission Slip and Proxy Form are being sent to all the members whose email ids are registered with the Company.
11. The Company will send electronic copy of Annual Report for communication purposes unless any member has requested for a physical copy of the same.
12. Physical copy of the Annual Report for 2016-17, the Notice of the 35th AGM of the Company along with the Admission Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company.
13. Members may also note that the Annual Report for the financial year 2016-17 including the Notice convening the Thirty Fifth Annual General Meeting will also be available on the Company's website www.gmbceramics.com, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Rajgangpur for inspection during normal business hours on all the working days except Saturdays and Sunday.
14. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed form SH – 13. Members desirous of making nominations may send their request in Form SH -13 in duplicate to the Company. Members may obtain a blank Form SH -13 upon request to the Company or its RTA.
15. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and 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.
17. E - Voting

All persons whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date namely, 16th September, 2017 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

A. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and

Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide members facility to exercise the right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place to other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The remote e-voting period commence son (Wednesday) 20th September, 2017 (09:00 AM) and ends on (Saturday) 22nd , September 2017 (5:00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- IV. The process and manner for remote e-voting are as under:
 - a. **In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/ DP)**
 - (i) Open email and open PDF file viz;"remotee-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Note: Shareholders already registered with NSDL for e-voting will not receive the pdf file at "remote e-voting.pdf"
 - (iii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
 - (iv) Click on Shareholder-Login
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (vi) 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.
 - (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (viii) Select Electronic Voting Event No. (EVEN) of "G M B CERAMICS LIMITED". **107548**
 - (ix) Now you are ready for remote e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) 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 letteretc.togetherwithattested

specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to adubey87@gmail.com with a copy marked to evoting@nsdl.co.in

b. In case a member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered or have requested the physical copy]:

- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for the AGM:

USER ID	PASSWORD
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- (ii) Please follow all steps from Sl. No. (ii) to (xii) above to cast vote.

B. VOTING AT AGM

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 regard at the AGM Venue.

18. OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote 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 voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th September, 2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2017, may obtain the login ID and password by sending an email to evoting@nsdl.co.in or a request at evoting@nsdl.co.in or Issuer/RTA 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. Anil Kumar Dubey, Practicing Company Secretary (Membership No. A26398 and CP No – 12588) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in fair and transparent manner.

- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing there mote e-voting facility.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XI. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.gmbceramics.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE Limited, where the shares of the Company are listed.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., September 23, 2017.
19. The route map showing directions to reach to the venue of the 35th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.
20. All documents referred to in the Notice and Explanatory Statements will be available for inspection at the registered office and the administrative office of the Company, between 12.30 PM and 3.30 PM on all working days (i.e. except Saturdays and Public holidays) up to the date of this AGM.
21. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below:- **The Calcutta Stock Exchange Limited** 7, Lyons Range, Kolkata – 700 001

**By Order of the Board
G M B Ceramics Limited**

**Gaurang Jalan
Managing Director**

Place: Kolkata
Date: 17th August, 2017

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before Tuesday, September 19, 2017, so that the answers/ details can be kept ready at the AGM.

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREIN AFTER CALLED 'THE ACT')

Item No. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting has recommended for the appointment Ms. Nidhi Sharma, Company Secretary, as an Executive Director under Section 149 and 152 of the Companies Act, 2013. Accordingly, Ms. Nidhi Sharma is proposed to be appointed as a Director of the Company liable to retire by rotation.

The Company has received a notice in writing along with the deposit of requisite amount under Section 160 of the Act from a member proposing Ms. Nidhi Sharma as a candidate for the office of a Director of the Company. The Board considers it desirable that the Company should appoint Ms. Nidhi Sharma as Director & Secretary at a consolidated annual salary within the range of Rs.1,00,000 and Rs.1,50,000 as may be decided by the Managing Director. and accordingly recommends the Resolution at Item No. 4 for approval by the Members.

**By order of the Board
G M B Ceramics Limited**

Place: Kolkata
Date: 17th August, 2017

Gaurang Jalan
Managing Director

ADDITIONAL INFORMATION (AS ON MARCH 31, 2017) OF DIRECTORS SEEKING APPOINTMENT AT THE 35th ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS NOTIFIED ON APRIL 23, 2015)

Name of the Director	Nidhi Sharma
Date of Birth	11.11.1988
Nationality	Indian
Date of Appointment on the Board	From the date of AGM
Qualifications	CS
Expertise in specific functional area	Functions of Company Secretary
Number of shares held in the Company	NIL
List of the directorships held in other companies	NIL
Number of meeting of Board attended during the year	No. of Board meetings attended - NIL
Chairman/ Member in the Committees of the Boards of companies in which he is Director	Chairman – NIL Member - NIL
Relationships between Directors inter-se	None

By order of the Board

G M B Cermics Limited

Place: Kolkata
Date: 17th August, 2017

Gaurang Jalan
Managing Director