



KARNIMATA COLD STORAGE LIMITED

CIN- L01403WB2011PLC162131

Regd. Office: Village – Chekuasole,

P.O. – Jogerdanga, P.S. – Goaltore,

Dist. – Paschim Medinipur, West Bengal – 721 121

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NOTICE

Dear Sir/Madam,

Notice is hereby given that the 38th meeting of the Board of Directors of the Company will be held on Friday, July 31, 2015 at 02.00 PM at the registered office of the Company at Vill: Chekuasole, Po: Jogerdanga, Ps: Goaltore, Dist: Paschim Medinipur, West Bengal: 721121. The Agenda of the business to be transacted at the meeting is enclosed herewith.

You are requested to make it convenient to attend the meeting.

For Karnimata Cold Storage Limited

Sd/-

Place: Paschim Medinipur

Date: 22/07/2015

Subrat Kumar Nayak

Company Secretary & Compliance Officer

AGENDA FOR THE 38th MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY TO BE HELD ON FRIDAY, JULY 31, 2015 AT 02.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT VILL: CHEKUASOLE, PO: JOGERDANGA, PS: GOALTORE, DIST: PASCHIM MEDINIPUR, WEST BENGAL: 721121.

ITEM NO.	PARTICULARS
01	To elect the Chairman of the meeting.
02	To grant leave of absence, if any.
03	To take on record the minutes of the previous meeting.
04	To consider and approve the Directors' Report for the period ended 31 st March, 2015.
05	To consider and approve the Corporate Governance Report.
06	To consider and approve the Management Discussion and Analysis Report.
07	To consider and approve the Secretarial Report.
08	To take on record the Auditors' Certificate on Corporate Governance.
09	To take on note the CEO & CFO Certificate on financial statement.
10	To consider the appointment of Mr. B L Patni, PCS, as the Secretarial Auditor for the Financial Year 2015-16.
11	To consider and approve the increment of remuneration of Chief Financial Officer of the Company Shri Supreme Lodha.
12	To consider and approve the increment of remuneration of Managing Director Mr. Pradip Lodha.
13	To consider and fix the date, time, venue for the 4 th Annual General Meeting of the members of the Company and to approve draft of the notice convening the said meeting.
14	To consider and fix the book closure date and Cut-off date for eligible shareholders to receive the notice, annual report and to attend the 4 th Annual General Meeting of the company.
15	Any other item, if any, with the permission of the Chair.

EXPLANATORY MEMORANDUM: ANNEXURE TO NOTICE DATED 22/07/2015 IN CONNECTION WITH BOARD MEETING SCHEDULED FOR 31/07/2015

AGENDA: 01

In accordance with the provision of Section 104 of the Companies Act, 2013 the directors present shall elect one among them to be Chairman of the meeting to conduct the proceedings.

AGENDA: 02

The Board would be required to consider the request, if any, received from directors praying for leave of absence and to grant the same.

AGENDA: 03

The minutes of proceeding of the last meeting of the Board of Directors held on 25th Day of May, 2015, shall be placed in the meeting. The directors present have to approve and authorize the Chairman to authorize the same.

AGENDA: 04

Copy of the draft Directors' Report shall be placed before the Board and the same shall be reviewed and approved by the Board. The Board shall be required to authorize the Chairman and Managing Director to sign the Directors' Report and also authorize any director to do the necessary filing with the Registrar of Companies, West Bengal.

AGENDA: 05

In accordance with Clause 52 of the Listing Agreement, Copy of the drafted Corporate Governance report shall be placed before the Board and the same shall be reviewed and approved by the Board. The Board shall be required to authorize the Chairman and Managing Director to sign the Corporate Governance Report.

AGENDA: 06

In accordance with the Listing Agreement, Copy of the drafted Management Discussion and Analysis Report shall be placed before the Board of Directors and the same shall be reviewed and approved by the Board. The Board shall be required to authorize the Chairman and Managing Director to sign the Management Discussion and Analysis Report.

AGENDA: 07

As per the provisions of Section 204 of the Companies act, 2013, the Company has appointed Mr. B L Patni, Practicing Company Secretary as the Secretarial Auditor of the Company for the financial year 2014-15. As per the Act, the Secretarial Audit Report received from the Secretarial Auditor shall be placed before the Board. The Board shall consider and take on record the said report which will be annexed with the Board's Report.

AGENDA: 08

In accordance with the Listing Agreement, the Certificate on Corporate Governance received from the Statutory Auditor shall be placed before the Board and the same shall be take on record by the Board.

AGENDA: 09

In accordance with Clause 52 of Listing Agreement, the Certificate on the financial statements of the Company obtained from CEO and CFO of the Company shall be placed before the Board and shall be take on record.

AGENDA: 10

As per the provisions of Section 204 of the Companies Act, 2013, the Company has appointed Mr. B L Patni, Practicing Company Secretary, as the Secretarial Auditor of the Company for the financial year 2014-15. And as per the recommendation of the Audit Committee the Board shall consider and approve the re-appointment of Mr. B L Patni, Practicing Company Secretary, as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2015-16.

AGENDA: 11

As per the recommendation and approval of the Nomination and Remuneration Committee the Board shall consider and approve the increment of remuneration of Shri Supreme Lodha, the Chief Financial Officer of the Company from Rs 20000/- per month to Rs 30,000/- per month, including all benefits except the amount transferred to the Group Gratuity Scheme with LIC.

AGENDA: 12

As per the recommendation and approval of the Nomination and Remuneration Committee the Board shall consider and approve the increment of remuneration of Mr. Pradip Lodha, the Managing Director of the Company from Rs 25,000/- per month to Rs 32,000/- per month including all benefits except the amount transferred to the Group Gratuity Scheme with LIC subject to the approval of the said increment by the members of the Company in the ensuing Annual General Meeting of the Company.

AGENDA: 13

The Board shall consider to fix the time, venue and date of the 4th Annual General Meeting and shall consider and approve the drafted Notice for calling the 4th Annual General meeting of the Company. The Board shall be required to authorize the Company Secretary to issue Notice to shareholders, Auditors, Secretarial Auditors, Directors and other personnel, if applicable.

AGENDA 14:

The Board shall consider and approve the annual Book Closure date and also Cut-off date for eligible shareholders to receive the notice, annual report and to attend the 4th Annual General Meeting of the company.