

**KAMA Holdings Limited**

(CIN : L92199DL2000PLC104779)

Regd. Office : C-8, Commercial Complex, Safdarjung Development Area, New Delhi - 110 016

Email : info@kamaholdings.com, Website : www.kamaholdings.com

Tel. No : (+91-11) 26857141 Fax : (+91-11) 26510428

**NOTICE**

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of KAMA Holdings Limited will be held on Friday, September 4, 2015 at 11.30 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016 to transact the following businesses: -

**Ordinary Business**

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Auditor and Board of Directors thereon.
2. To declare dividend on 8% non-cumulative redeemable reference share.
3. To appoint a Director in place of **Mr. Kartik Bharat Ram** (DIN 00008557), who retires by rotation and being eligible, offers himself for re-election.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

To ratify appointment of auditors of the Company as approved by the members at the Fourteenth Annual General Meeting.

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder, the recommendations of the Audit Committee and the resolution passed by the members at the fourteenth annual general meeting held on September 2, 2014, the appointment of M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi (Registration No.000038N) as Auditors of the Company be and is hereby ratified.

**Special Business**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**  
Appointment of Ms. Vasvi Bharat Ram (DIN00074849), as a Director, liable to retire by rotation:  
**“RESOLVED THAT** pursuant to Section 149 and Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Listing Agreement, Ms. Vasvi Bharat Ram (DIN 00074849), who was appointed as an additional Director of the Company with effect from 29<sup>th</sup> January, 2015 be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**By Order of the Board  
for KAMA Holdings Limited**

**Sd/-**

Place : New Delhi,  
Date : May 30, 2015

(Rajat Lakhnupal)  
Whole Time Director, Chief Financial  
Officer & Company Secretary  
(DIN 00005664)

**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 ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED, DULY COMPLETED, TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxy holders shall carry a valid identify proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

Corporate/Institutional Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 28<sup>th</sup> August, 2015, to Friday, 4<sup>th</sup> September, 2015 (both days inclusive) for the purposes of holding the Annual General Meeting.

The dividend when declared will be payable to the preference shareholders whose name stand on the Register of Preference Shareholders as on Friday, 28<sup>th</sup> August, 2015.

4. Members holding shares in physical form are requested to notify change in address and bank mandate, bank particulars, if any, under their signatures to Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, Seri Lingampally, Hyderabad - 500 032 Telangana, the Registrar & Share Transfer Agent (RTA), quoting folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.

In terms of SEBI Circular dated 20<sup>th</sup> May, 2009 and 7<sup>th</sup> January, 2010 pertaining to (i) transfer of physical shares (ii) deletion of name of the deceased shareholder(s) where the shares are held in the name of two or more shareholders (iii) transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares; and (iv) transposition of shares- when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders of listed company, the

transferees are requested to furnish copy of their Permanent Account Number (PAN) Card along with other documents to the RTA for the above mentioned purpose, irrespective of the value of the transaction.

5. Members seeking any information regarding accounts to be given at the meeting are requested to write to the Company at its Corporate Office at Block C, Sector – 45, Gurgaon- 122 003 (Haryana) at least seven days before the date of the meeting so as to enable the management to keep the information ready.
6. The Company has transferred the unpaid or unclaimed dividend declared up to the financial year 2007-08 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 2 September 2014 (date of last Annual General Meeting) on the website of the Company ([www.kamaholdings.com](http://www.kamaholdings.com)), as also on the website of the Ministry of Corporate Affairs.
7. Shareholders are advised that those who have not encashed their dividend warrant(s) for the subsequent years may send their outdated dividend warrants to the Company at its Corporate Office or to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited for issue of demand drafts in lieu thereof.
8. **Voting through electronic Means:** Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote by electronic means.
  - i) The Company has fixed 28 August 2015, as a cut -off date to record the entitlement of the shareholders to cast their vote electronically at the 15<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently the same cut-off date i.e. 28 August 2015 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 15<sup>th</sup> AGM on 4 September 2015.
  - ii) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly the e-voting period will commence at 10.00 AM on Tuesday, September 1, 2015 and will end at Thursday, September 3, 2015, 5:00 P.M. The e-voting module shall be disabled at 5.00 P.M. on the same day.
  - iii) The members who have cast their votes through remote e-voting facility may also attend the general meeting but shall not be entitled to cast their vote again. The facility for voting through ballot paper will be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting will be able to exercise their right at the meeting through ballot paper.
  - iv) The Company has appointed M/s. Arvind Kohli & Associates, Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner.
- v) The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.
 

**Procedure for remote e-voting**

The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

  - (a) **In case of Members receiving an e-mail from Karvy:**
    - (i) Launch an internet browser and open <https://evoting.karvy.com>
    - (ii) Enter the login credentials (i.e. User ID and password). The Event No.+ Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (iii) After entering the above details Click on - Login.
    - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
    - (v) On successful login, the system will prompt you to select the E-Voting Event
    - (vi) Select the EVENT of KAMA Holdings Limited and click on - Submit.
    - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
    - (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xi) 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 Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [arvindkohli@gmail.com](mailto:arvindkohli@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "KAMA-AGM2015"

(b) In case of Shareholders receiving physical copy of the Notice of AGM and E-Voting instructions letter.

i) Initial password is provided, as follows, in the covering letter forwarded alongwith physical copy of annual report.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
1864	-	-

ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

iii) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.

iv) If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.

v) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

vi) Members who have acquired shares after the dispatch of the Annual Report and before the cut off date may obtain the user ID by approaching the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399

**Example for NSDL :**

MYEPWD <SPACE> IN12345612345678

**Example for CDSL :**

MYEPWD <SPACE> 1402345612345678

**Example for Physical :**

MYEPWD <SPACE> XXX1234567

b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call Karvy's toll free number 1-800-3454-001

d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

vii) The Scrutinizer shall after the conclusion of voting at the AGM, 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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

viii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.kamaholdings.com](http://www.kamaholdings.com) and on Karvy's website (<https://evoting.karvy.com>) 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 BSE.

9. Details under Clause 49 of the Listing Agreement in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

10. Electronic copy of the Annual Report along with Notice of 15<sup>th</sup> Annual General Meeting are being sent to all the members holding shares in demat form and whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent in the permitted mode.

11. The Notice of the 15<sup>th</sup> Annual General Meeting and the Annual Report for 2014-15 will be available on the Company's website [www.kamaholdings.com](http://www.kamaholdings.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to [einward.ris@karvy.com](mailto:einward.ris@karvy.com).

12. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.

13. The register(s) maintained under Section 189 of the Companies Act, 2013 shall be available at the venue of the annual general meeting from its commencement and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

14. Members are requested

i) to quote their folio/identification Nos. in all correspondence.

ii) to bring their attendance slip along with their copy of Annual Report to the Meeting.

iii) to note that no gifts will be distributed 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.
- v) that in case they are holding shares in electronic form, to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / R&T Agent.

15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 5**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had co-opted Ms. Vasvi Bharat Ram (44) as an Additional Director on 29 January 2015. In terms of Articles of Association of the Company and section 161 (1) of the Companies Act, 2013, she holds office upto the date of forthcoming Annual General Meeting. The Company has received a notice under Section 160 from a member signifying his intention to propose the candidature of Ms. Vasvi Bharat Ram at the forthcoming Annual General Meeting, copy of which is available on the website of the Company [www.kamaholdings.com](http://www.kamaholdings.com).

The information required by the Listing Agreement with the Stock Exchanges is given below:

**Ms. Vasvi Bharat Ram**

Ms. Vasvi Bharat Ram (44) is a Bachelor of Honours in Sociology from Delhi University. She is the Vice-Chairperson of The Shriram Schools which is one of the premier educational institutions in India. She has been the past Chairperson Young FICCI Ladies Organisation.

Ms. Vasvi Bharat Ram has no shareholding in the Company.

Ms. Vasvi Bharat Ram is Chairperson of Stakeholders Relationship Committee and member of Committee of Directors - Financial Resources Committee and Nomination and Remuneration Committee of the Board.

Ms. Vasvi Bharat Ram is not holding directorship in any other company.

Except Ms. Vasvi Bharat Ram and Mr. Kartik Bharat Ram who is her relative, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommends the resolution for approval of the members.

**Mr. Kartik Bharat Ram**

Mr. Kartik Bharat Ram (44), appointed as Director wef from January 31, 2006, holds a Masters' degree in Business Administration in Corporate Strategy from Cornell University, USA and has about 20 years working experience in senior positions. He is the Deputy Managing Director of SRF Ltd. which is engaged in the business of manufacture of nylon tyre record, refrigerant gases, speciality chemicals and packaging films.

Mr. Kartik Bharat Ram is a member of Committee of Directors-Financial Resources and Stakeholders Relationship Committee of the Board. He holds 12,09,860 fully paid up equity shares of Rs.10 each (18.75% of the paid up equity share capital) and 31,94,325 fully paid up 8% Non-Cumulative Redeemable Preference Shares of Rs. 10 each (24.73% of the paid up preference share capital), jointly with Mr. Ashish Bharat Ram who is his relative.

<b>Directorships in other public limited companies</b>	<b>Committee Chairmanship/ Membership</b>
SRF Ltd.	Stakeholders Relationship Committee - Member CSR Committee - Member Committee of Directors-Financial Resources- Member
Shri Educare Ltd.	Remuneration Committee- Member
SRF Energy Ltd.	-

Except Mr. Kartik Bharat Ram and Ms. Vasvi Bharat Ram who is his relative, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. The Board of Directors recommend the resolution for approval of the members.

**Important communication to members**

The members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar & Transfer agent M/s Karvy Computershare Pvt. Ltd.