

## **NOTICE**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of KAMA Holdings Limited will be held on Monday, September 30<sup>th</sup>, 2019 at 11.00 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, 2019 together with the Reports of the Auditor and Board of Directors' thereon.
2. To declare dividend on 8% Non-Cumulative Redeemable Preference Shares.
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.

### **Special Business**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

Appointment of Mr. Ashish Bharat Ram (DIN: 00671567) as Director

“**RESOLVED THAT** Mr. Ashish Bharat Ram (DIN 00671567), who has been appointed as an additional Director of the Company by the Board of directors with effect from November 13, 2018, in terms of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and whose term of office expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company and the period of his office is liable to determination by retirement of directors by rotation.”

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

Appointment of Ms. Ekta Maheshwari (DIN 02071432) as Director

“**RESOLVED THAT** Ms. Ekta Maheshwari (DIN 02071432), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2019, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice

in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of her office shall not be liable to determination by retirement of directors by rotation.”

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

Appointment of Ms. Ekta Maheshwari (DIN 02071432) as Whole-time Director, CFO and Company Secretary of the Company

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders be and is hereby accorded for appointment of Ms. Ekta Maheshwari (DIN 02071432) as Whole-time Director, CFO & Company Secretary of the Company on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

Tenure

Five years with effect from 01.04.2019.

Functions

Subject to the direction, control and superintendence of the Board of Directors, Ms. Ekta Maheshwari shall have the overall responsibility for looking after the day-to-day business and affairs of the Company. She shall also discharge the responsibilities of the CFO and Company Secretary in compliance with the requirements of the Companies Act, 2013, Listing Regulations and other applicable laws.

Remuneration

Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Ms. Ekta Maheshwari shall comprise salary, perquisites and commission, as may be decided by the Board/Nomination & Remuneration Committee within an overall ceiling of 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

Remuneration for a part of the Year

Remuneration for a part of the year shall be computed on pro-rata basis.

Minimum Remuneration

In the event of absence or inadequacy of profits in any

financial year, the remuneration payable to Ms. Ekta Maheshwari shall be decided by the Nomination and Remuneration Committee subject to the provisions of the Companies Act, 2013 and such approvals, if any, as may be required.

#### Termination

The appointment of Ms. Ekta Maheshwari as Whole-time Director may be terminated by either party giving to the other one calendar month notice in writing.

In the event of termination of this appointment of Ms. Ekta Maheshwari by the Company, she shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 or any statutory amendment or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any further liberalisation/ revision in the levels of permissible managerial remuneration, the Board of Directors/ Nomination and Remuneration Committee be and is hereby authorized to alter, vary and increase the remuneration of Ms. Ekta Maheshwari (DIN 02071432), notwithstanding the overall remuneration set out above, as may then be prescribed/ permissible without requiring any further resolution or consent of or reference to the general meeting.”

By Order of the Board  
for KAMA Holdings Limited

Sd/  
**Ekta Maheshwari**  
(DIN 02071432)  
Whole Time Director, CFO  
& Company Secretary

Gurugram  
May 30, 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 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 identity 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 requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 28, 2017.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 23<sup>rd</sup> September 2019 to Monday, 30<sup>th</sup> September 2019 (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 Monday, the 23<sup>rd</sup> September 2019.

5. 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 Fintech Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial Dist., Gachibowli, Nanakramguda, 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.
6. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
7. 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 (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28 September 2018 (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.

8. Shareholders who have not encashed their dividend warrant(s) for the dividend declared after April 1, 2012 (the Company has not declared any dividend on equity shares for the year 2008-09 to 2011-12) are advised to write to the Company or to the Registrar and Share Transfer Agent, M/s. Karvy Fintech Private Limited for claiming the same.
9. 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, Gurugram-122 003 (Haryana) at least seven days before the date of the meeting so as to enable the management to keep the information ready.
10. **Voting through electronic Means:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
  - i) The Company has fixed Monday, September 23, 2019, as a cut -off date to record the entitlement of the shareholders to cast their vote electronically at the 19<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date i.e. Monday, September 23, 2019 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 19<sup>th</sup> AGM on September 30, 2019.
  - ii) The remote e-voting period commences on Friday, September 27, 2019 (10.00 AM IST) and ends on Sunday, September 29, 2019 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2019, may cast their votes electronically. The remote e-voting module

shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- iii) person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- iv) 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 shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- v) The Company has appointed Mr. Arvind Kohli, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast in a fair and transparent manner.
- vi) The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

**Procedure for remote e-voting:**

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant (s)]:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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 these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and 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.

- v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVENT” i.e., “Name of the Company”
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [arvindkohli@gmail.com](mailto:arvindkohli@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format “**Corporate Name\_Event No.**”
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- (C) Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their

voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through Physical Ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

#### **OTHER INSTRUCTIONS**

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (**Unit: KAMA Holdings Limited**) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040-6716 1585 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
- b. 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).
- c. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Monday, September 23, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:
 

**MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399**

**Example for NSDL:**  
MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)

**Example for CDSL:**  
MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)

**Example for Physical:**  
MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)
  - ii. If e-mail address 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.
- iii. Member may call Karvy's toll free number **1800-3454-001**.
  - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- d. 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 forty eight hours 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.
  - e. 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 Limited.
11. Details in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, as required to be provided under Listing Regulations and Secretarial Standard on General Meetings forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
  12. Electronic copy of the Annual Report along with Notice of 19<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. Members who have not registered their e-mail addresses so far are requested to register e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically. 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).
  13. The Notice of the 19<sup>th</sup> Annual General Meeting and the Annual Report for FY 2018-19 will also be available on the Company's website [www.kamaholdings.com](http://www.kamaholdings.com) Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be available at the Company's Registered Office for inspection during normal business hours on all working days except Saturdays, upto the date of the Annual General Meeting of the Company and at the venue of the meeting.
  14. The register(s) maintained under Section 170 and 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.
  15. 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.
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- EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 & DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**
- Item No. 3**
- Mr. Kartik Bharat Ram (DIN 00008557)**
- Mr. Kartik Bharat Ram is a Director liable to retire by rotation. In compliance with the requirements of Section 152 of the Companies Act, 2013, Mr. Kartik Bharat Ram will, retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.
- Mr. Kartik Bharat Ram (48) holds a Masters' degree in Business Administration in Corporate Strategy from Cornell University, USA and has about 25 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 cord, refrigerant gases, specialty chemicals and packaging films.
- Mr. Kartik Bharat Ram is a member of Risk Management Committee, Stakeholders Relationship Committee and



Committee of Directors-Financial Resources 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, his relative.

Directorships in other companies	Committee Chairmanship/ Membership
SRF Ltd.	Stakeholders Relationship Committee- Member CSR Committee – Member Risk Management Committee – Member Committee of Directors-Financial Resources – Member
Shri Educare Limited	-
Orange Farms Private Limited	-
Lotus Estate Private Limited	-

Except Mr. Kartik Bharat Ram and Mr. Ashish Bharat Ram who is his relative, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. In view of the above, the Board of Directors recommend the resolution for approval of the members by way of ordinary Resolution set out at Item No. 3 of the Notice.

#### **Item No. 4**

##### **Mr. Ashish Bharat Ram (DIN: 00671567)**

Board of Directors appointed Mr. Ashish Bharat Ram as an Additional Director, effective from November 13, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Ashish Bharat Ram holds office upto the date of this AGM and is eligible for appointment as Director of the Company. In accordance with the provisions of Section 152 of the Act, it is proposed to appoint Mr. Ashish Bharat Ram as a Director on the Board of a company and he shall be liable to retire by rotation.

Notice under Section 160 of the Act has been received from a member intending to propose the candidature of Mr. Ashish Bharat Ram for appointment as a Director of the Company. Mr. Ashish Bharat Ram has given his consent to act as Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Ashish Bharat Ram (DIN: 00671567) (51) is a MBA from The Johnson Graduate School of Management, Cornell University and has about 28 years working experience in senior positions. He is the Managing Director of SRF Ltd. which is engaged in the business of manufacture of

nylon tyre cord, refrigerant gases, specialty chemicals and packaging films.

Mr. Ashish Bharat Ram is a member of Nomination & Remuneration Committee and Committee of Directors-Financial Resources and Chairman of Stakeholders Relationship Committee and Risk Management 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. Kartik Bharat Ram, his relative.

Directorships in other companies	Committee Chairmanship/ Membership
SRF Ltd.	Stakeholders Relationship Committee- Member Risk Management Committee – Chairman Committee of Directors-Financial Resources – Member
Transport Corporation of India Limited	Compensation/ Nomination & Remuneration Committee – Chairman Corporate Social Responsibility Committee – Chairman Corporate & Restructuring Committee - Member
Shri Educare Limited	-
Orange Farms Private Limited	-
Lotus Estate Private Limited	-
YPO South Asia Chapter	-

Except Mr. Ashish Bharat Ram and Mr. Kartik Bharat Ram who is his relative, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise, in the Resolution. In view of the above, the Board of Directors recommend the resolution for approval of the members by way of ordinary Resolution set out at Item No. 4 of the Notice.

#### **Item Nos. 5 & 6**

##### **Ms. Ekta Maheshwari (DIN 02071432)**

Board of Directors at their meeting held on February 12, 2019, on the recommendation of the Nomination and Remuneration Committee, co-opted Ms. Ekta Maheshwari as an Additional Director on the Board of Directors of the Company and designated her as Whole Time Director, CFO & Company Secretary of the Company, w.e.f. April 01, 2019 upon resignation of Mr. Rajat Lakhnpal the erstwhile Whole Time Director, Chief Financial Officer & Company Secretary effective from the close of business

hours of March 31, 2019. The Board of Directors had appointed Ms. Ekta Maheshwari for a period of 5 years with effect from April 1, 2019. Members' approval is sought to the appointment.

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 its intention to propose the candidature of Ms. Maheshwari at the forthcoming Annual General Meeting, copy of which is available on the website of the Company [www.srf.com](http://www.srf.com).

The terms of her appointment and remuneration including minimum remuneration are set out in the resolution. The information required by the Listing Regulations and Secretarial Standards on General Meetings is given below:

**Ms. Ekta Maheshwari** (45) is an Associate Member of the Institute of Company Secretaries (ACS: 12827). She is also graduate in law, postgraduate in commerce and holds Post-Graduate Diploma in Financial Management. She is having a rich experience over 15 years in the field of Secretarial, legal, handling of Investor Service and corporate law compliances.

Ms. Ekta Maheshwari's appointment as Whole-time Director, CFO & Company Secretary is in the ordinary course of business on an arms' length basis. She will not be entitled to any remuneration over and above the remuneration as a Whole time Director.

Ms. Ekta Maheshwari is a member of Committee of Directors-Financial Resources and Risk Management Committee of the Board. She holds one equity share of the Company. She is also a Director in KAMA Realty (Delhi) Ltd.

Except Ms. Ekta Maheshwari, none of the other Directors 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 by way of ordinary Resolution set out at Item Nos. 5 & 6 of the Notice.

#### 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 Fintech Pvt. Ltd.

**Route map of the venue of 19<sup>th</sup> Annual General Meeting of KAMA Holdings Limited to be held on Monday, September 30, 2019 at 11.00 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016**

