

NOTICE

Notice is hereby given that the 17th Annual General Meeting of KAMA Holdings Limited will be held on Thursday, September 28th, 2017 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, 2017 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.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

To appoint Statutory Auditors of the Company.

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Luthra & Luthra, Chartered Accountants, New Delhi (Firm Registration No.: 002081N) be and is hereby appointed as Statutory Auditor of the Company, upon completion of the term of appointment of the erstwhile Statutory Auditor M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi (Registration No. 000038N) under the Companies Act, 2013, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 22nd Annual General Meeting of the Company (subject to ratification of their appointment by the Members at every Annual General Meeting) at such remuneration plus taxes as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this regard."

By Order of the Board
for KAMA Holdings Limited

Sd/-
(Rajat Lakhanpal)
Whole Time Director, Chief Financial
Officer & Company Secretary
(DIN 00005664)

Gurgaon
July 25, 2017

NOTES

1. 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.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 21st September, 2017 to Thursday, the 28th September, 2017 (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 Thursday, the 21st September, 2017.

3. 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, 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 Regulation 40 of the Listing Regulations 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 the listed companies, the transferor(s) and transferee(s) are requested to furnish copies of their Permanent Account Number (PAN) Cards, along with other requisite documents as required by the said regulation.

4. Members seeking any information regarding accounts to be given at the meeting are requested to write to the Company at its registered office at least seven days before the date of the meeting so as to enable the management to keep the information ready.
5. 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 28th

September, 2016 (date of last Annual General Meeting) on the website of the Company (www.kamaholdings.com), as also on the website of the Ministry of Corporate Affairs.

6. Shareholders are advised that those 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) 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.
7. **Voting through electronic Means:** Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations 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 Thursday, 21st September, 2017, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 17th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. Thursday, 21st September 2017 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 17th AGM on Thursday, the 28th September, 2017.
 - ii) The remote e-voting period commences on Monday, September 25, 2017 (10.00 AM IST) and ends on Wednesday, September 27, 2017 (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 Thursday, the 21st September, 2017 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) A 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 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.
 - vi) The Members desiring to vote through remote e-voting may 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 Participants (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) 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 with a copy marked to 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 Participants (s)]:
- E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the e-voting letter send alongwith Annual Report.
 - 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. 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

- 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 Kishore BV, (Unit: KAMA Holdings Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- 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).
- The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, the 21st September, 2017.

- 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., Thursday, the 21st September, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:
 - 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> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
 - 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.
 - Member may call Karvy's toll free number 1800-3454-001.
 - Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail IDs are available.
 - 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.
 - The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [http:// 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.
8. Details in respect of the Director seeking 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 Director has furnished the requisite declarations for his re-appointment.

9. Electronic copy of the Annual Report along with Notice of 17th 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.
10. The Notice of the 17th Annual General Meeting and the Annual Report for 2016-17 will be available on the Company's website www.kamaholdings.com. The physical copies of the aforesaid documents will 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.
11. 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 i.e except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.
12. 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.
13. 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.
 - vi) that in case they are holding physical shares of the Company in multiple folios the same may be consolidated in a single folio
14. 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.

15. Members who are holding shares in physical form are advised to make nomination in respect of their shareholding in the Company and for the purpose may contact the Company or the RTA. Members holding shares in electronic mode are advised to contact their respective DPs for availing the nomination facility.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ARE GIVEN BELOW:

Item No. 3

Mr. Kartik Bharat Ram (DIN 00008557) shall retire by rotation and being eligible, offer himself for re-appointment.

Mr. Kartik Bharat Ram

Mr. Kartik Bharat Ram (46) holds a Masters' degree in Business Administration in Corporate Strategy from Cornell University, USA and has about 23 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, speciality chemicals and packaging films.

Mr. Kartik Bharat Ram was appointed as Director in the Company on January 31, 2006.

Mr. Kartik Bharat Ram is a member of 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 public limited companies	Committee Chairmanship/ Membership
SRF Ltd.	Stakeholders Relationship Committee- Member, Committee of Directors-Financial Resources - Member, CSR Committee - Member

Except Mr. Kartik Bharat Ram and Mrs. Vasvi 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. 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.

Route map of the venue of 17th Annual General Meeting of KAMA Holdings Limited to be held on Thursday, September 28, 2017 at 11.30 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016

