

## NOTICE

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of KAMA Holdings Limited will be held on Friday, September 28, 2018 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, 2018 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 Ms. Vasvi Bharat Ram (DIN 00074849), who retires by rotation and being eligible, offers herself 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**:

Re-appointment of Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director, Chief Financial Officer 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 re-appointment of Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director, Chief Financial Officer & Company Secretary of the Company with executive powers, on the terms, conditions and remuneration, including minimum remuneration as are hereinafter specifically given:-

#### Tenure

Five years with effect from 01.04.2018.

#### Functions

Subject to the direction, control and superintendence of the Board of Directors, Mr. Rajat Lakhanpal (DIN 00005664) shall have the overall responsibility for looking after the day-to-day business and affairs of the Company. He shall also discharge the responsibilities of the Chief Financial Officer 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 Mr. Rajat Lakhanpal (DIN 00005664) shall comprise salary, perquisites and commission, as may be decided by the Board/Nomination and 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 Mr. Rajat Lakhanpal (DIN 00005664) 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 Mr. Rajat Lakhanpal (DIN 00005664) 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 Mr. Rajat Lakhanpal (DIN 00005664) by the Company, he 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 Mr. Rajat Lakhanpal (DIN 00005664) , 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."

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

Appointment of Ms. Ira Gupta (DIN: 07517101) as an Independent Director

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Ms. Ira Gupta (DIN: 07517101) who was appointed as an Additional Director of the Company effective from May 30, 2018 in terms of Section 161(1) of the Act who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto March 31, 2023 and shall not be liable to retire by rotation."

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

Re-appointment of Mr. Amitav Virmani (DIN: 02169955) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Amitav Virmani (DIN: 02169955) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation.”

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

Re-appointment of Mr. Dharendra Datta (DIN: 02376649) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Dharendra Datta (DIN: 02376649) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation.”

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

Re-appointment of Mr. Mukul Khandelwal (DIN: 00662822) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination, Appointment and Remuneration Policy of the Company, Mr. Mukul Khandelwal (DIN: 00662822) Independent Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who in the opinion of the Board fulfills the conditions specified in the Act and the rules made thereunder, is independent of the management and eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of 5 consecutive years from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation.”

By Order of the Board  
for KAMA Holdings Limited

Sd/-

Rajat Lakhanpal  
(DIN 00005664)

Whole Time Director, Chief Financial Officer  
& Company Secretary

Gurugram  
May 30, 2018

#### **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 Friday, 21<sup>st</sup> September 2018 to Friday, 28<sup>th</sup> September 2018 (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, the 21<sup>st</sup> September, 2018.

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 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.
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 Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic mode are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical form are requested to submit their PAN details to the RTA.
8. 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 28<sup>th</sup> September 2017 (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.
9. 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.

10. 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.

11. **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 Computershare 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 Friday, September 21, 2018, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 18<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. Friday, September 21, 2018 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 18<sup>th</sup> AGM on September 28, 2018.
- ii) The remote e-voting period commences on Tuesday, September 25, 2018 (10.00 AM IST) and ends on Thursday, September 27, 2018 (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 Friday, September 21, 2018, 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 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) 4109 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 – 4109 (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 Computershare 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., Friday, September 21, 2018, 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.
12. 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.
  13. Electronic copy of the Annual Report along with Notice of 18<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.
  14. The Notice of the 18<sup>th</sup> Annual General Meeting and the Annual Report for FY 2017-18 will also 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).
  15. 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 (11.00 am to 1.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
  16. 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.
  17. 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.
  18. 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 & DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

**Item No. 3**

**Ms. Vasvi Bharat Ram**

Ms. Vasvi Bharat Ram (DIN 00074849) (47) earned a degree in Bachelors of Arts from Delhi University and did her post-graduation in Business of Fashion Management from the London College of Fashion in London. She is the Joint Vice-Chairperson of The Shriram Schools which is one of the premier educational institutions in India. She has been the Past President of FLO 2017-18, the women's wing of the Federation of Indian Chambers of Commerce and Industry (FICCI) and past Chairperson of Young FICCI Ladies Organisation (YFLO) in the year 2010-11. She is on the Board of the SRF Foundation and SAVE the Children India, both of which work, inter-alia, towards providing a better quality of life to the under privileged children of our country. She is a member of various Education Forums including the FICCI School Education Committee and the Forum of Progressive School

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 related to her, 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.

**Item No. 4**

**Mr. Rajat Lakhanpal**

Mr. Rajat Lakhanpal (DIN 00005664) (45) is a qualified Company Secretary and law graduate and has an experience of around 20 years in the field of Corporate Laws, Merger and Amalgamations and other Corporate Restructuring.

By an Ordinary resolution dated 23.08.2013, the shareholders had appointed Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director & Company Secretary of the Company for a period of five years with effect from 1.4.2013 to 31.3.2018.

Board at its meeting held on 29.01.2015 on the recommendation of Audit and Nomination and Remuneration Committee also appointed Mr. Rajat Lakhanpal (DIN 00005664) as Chief Financial Officer and re-designated him as Whole-time Director, Chief Financial Officer and Company Secretary.

The existing tenure of Mr. Rajat Lakhanpal (DIN 00005664) as Whole-time Director continued upto 31.03.2018. The Board, upon recommendations of Audit Committee and Nomination

and Remuneration Committee, had at its meeting held on 22<sup>nd</sup> February 2018 reappointed him for a term of five years from 01.04.2018 subject to approval by the members.

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution and are essentially the same as at present.

Mr. Rajat Lakhanpal's (DIN 00005664) reappointment as Whole-time Director, Chief Financial Officer & Company Secretary is in the ordinary course of business on an arms' length basis. He will not be entitled to any remuneration over and above the remuneration as a Whole time Director.

Mr. Rajat Lakhanpal (DIN 00005664) is also a Director in KAMA Realty (Delhi) Ltd. and SRF Intercontinental investment Pvt. Ltd. He is not holding any shares of the Company.

Except Mr. Rajat Lakhanpal (DIN 00005664) , none of the other Directors 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.

**Item No. 5**

**Ms. Ira Gupta**

In terms of the Nomination, Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Ms. Ira Gupta as Additional Director in the category of Independent Director, effective from May 30, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Ms. Ira Gupta 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 149 of the Act, it is proposed to appoint Ms. Ira Gupta as an Independent Director who shall hold office upto a term ending on 31<sup>st</sup> March 2023 on the Board of a company and she shall not be liable to retire by rotation.

Notice along with deposit of the requisite amount stipulated under Section 160 of the Act has been received from a member intending to propose the candidature of Ms Ira Gupta for appointment as a Director of the Company. Ms. Ira Gupta has given her consent to act as Director. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration that she meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

The Board considers that continued association of Ms Ira Gupta would be of immense benefit to the Company and it is desirable to continue to avail her services as a Director of the Company. In the opinion of the Board of Directors, Ms. Ira Gupta fulfills the conditions specified in the Act and the Rules made thereunder read with the Listing Regulations for appointment as an Independent Director of the Company and she is independent of the management of the Company.

The terms and conditions of her appointment as a Director shall be open for inspection by the members at the Registered

Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturdays. The said terms and conditions are also posted on the Company's website [www.kamaholdings.com](http://www.kamaholdings.com).

Ms. Ira Gupta (DIN 07517101) (44) is a MBA from XLRI, Jamdeshpur. At present she is heading the HR function of Microsoft across India. Prior to Microsoft, she has spent around 16 years at GlaxoSmithKline Consumer Healthcare Ltd. in various roles across multiple functions.

Ms. Ira Gupta has no shareholding in the Company. She does not hold directorship in any other Company.

Except Ms. Ira Gupta, 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 by way of ordinary Resolution.

#### **Item No. 6 to 8**

The Company had, pursuant to the provisions of Listing Regulations and Companies Act 2013, appointed Mr. Amitav Virmani, Mr. Dharendra Datta and Mr. Mukul Khandelwal as Independent Directors for a term of five years ending on March 31, 2019.

The Board has recommended the re-appointment of these directors as Independent Directors for a second term of 5 years from April 1, 2019 to March 31, 2024.

Aforesaid non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management.

Copies of the draft letters for re-appointment of Independent Directors would be available for inspection without any fee by the members at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days except Saturdays.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of these directors as Independent Directors is now being placed before the Members for their approval.

A brief profile of the Independent Directors to be re-appointed is given below:

**Mr. Amitav Virmani** (46) holds a Master's degree in Business Administration in Marketing & General Management from University of North Carolina at Chapel Hill, NC and has 24 years of work experience. Amitav is Founder CEO, The Education Alliance, a non profit organisation based in India and works primarily as a facilitator of Public Private Partnerships in Education across the country. Prior to this Amitav was Country Director, Absolute Return for Kids (ARK), India, a UK based philanthropic co-operative founded in 2002.

He is actively involved in the capacity of Trustee/Director with various philanthropic organisations involving education, spirituality and children. He sits on the board of Central Square Foundation, AVPN India, Childrens Book Trust, CAPED and several other companies. Amitav is a member of the International Board of Advisors for Kenan Flagler Business School, UNC, Chapel Hill since 2010.

Mr. Amitav Virmani is Chairman of the Audit Committee and member of Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board and has no shareholding in the Company.

Details of his other Directorship and committee membership are as follows:

<b>Directorships in other companies</b>	<b>Committee Membership</b>
1. S.P. Virmani & Sons Pvt. Ltd.	-
2. Dhanpatmal Jawaladas Pvt. Ltd	-
3. Okara Flour & Genral Mills Ltd	-
4. Ramnarain Satyapaul Pvt. Ltd.	-
5. SRF Transnational Holdings Limited	Audit Committee Nomination & Remuneration Committee CSR Committee

Except Mr. Amitav Virmani, 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.

**Mr. Mukul Khandelwal** (48) has done B.A.(Hons) in Economics from Shriram College of Commerce. He has been associated with garments business since 1993. He is currently running a buying agency dealing in garments and representing stores in Malaysia, Canada, Brazil, Austria, Switzerland and Australia.

Mr. Mukul Khandelwal is a member of the Audit Committee and Chairman of Nomination & Remuneration Committee of the Board and has no shareholding in the Company.

He is a Director of M.K. Collections Pvt. Ltd

Except Mr. Mukul Khandelwal, none of the 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. Dharendra Datta** (71) is a qualified chartered accountant having an experience of 42 years.

Mr. Dharendra Datta is a member of the Audit Committee of the Company and has no shareholding in the Company.

Details of his other Directorship and committee membership are as follows:

Directorships in other companies	Committee Membership
KAMA Realty (Delhi) Limited	CSR Committee
Omar Milk Foods Private Limited	-
Summer Hill Nature Resorts India Pvt. Ltd	-
SRF Transnational Holdings Limited	Audit Committee* Nomination & Remuneration Committee* CSR Committee*

\* Chairman of the Committee

Keeping in view his vast experience in the field of Auditing, Accounting, and Taxation due to which he can provide able

guidance to the Board and its Committees in their discussions and deliberations, the Board do recommend his reappointment for a second term of five years as an Independent Director.

Except Mr Dharendra Datta, none of the 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.

#### 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 Karyv Computershare Pvt. Ltd.

**Route map of the venue of 18th Annual General Meeting of KAMA Holdings Limited to be held on Friday, September 28, 2018 at 11.00 a.m. at the Modi Hall, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016**

