

**KAMA Holdings Limited**

(CIN : L92199DL2000PLC104779)

Regd. Office : C-8, Commercial Complex, Safdarjung Development Area, New Delhi-110016

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## NOTICE

Notice is hereby given that the 14th Annual General Meeting of KAMA Holdings Limited will be held on Tuesday, the September 2, 2014 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: -

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date together with the Reports of the Auditors and 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**:  
**"RESOLVED that** M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, New Delhi (Registration No.000038N) be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 17th annual general meeting (subject to ratification of their appointment by the members at every annual general meeting held after this annual general meeting) at a remuneration to be fixed by the Audit Committee/ Board of Directors and service tax thereon and re-imburement of travelling and other incidental expenses, if any, incurred in connection with the audit."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Mukul Khandelwal** (DIN 00662822), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March, 2019."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Amitav Virmani** (DIN 02169955), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March, 2019."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
  - A. the redemption of debentures issued/ to be issued by the Company and/or any other debentures assigned in favour of the Company or the redemption of which may be undertaken by the
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED that** in supersession of the ordinary resolution passed under the provisions of Section 293(1)(d) of the Companies Act, 1956 at the Extra Ordinary General Meeting held on February 26, 2002 and pursuant to the provisions of Sections 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include any committee thereof) to borrow monies notwithstanding that the aggregate borrowings (apart from temporary loans from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up share capital and free reserves, i.e., reserves not set apart for any specific purpose, provided, however, that the aggregate amount of monies which may be borrowed shall not exceed Rs. 250 Crores.
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED that** in supersession of the ordinary resolution passed under the provisions of Section 293(1)(a) of the Companies Act, 1956 at the Extra Ordinary General Meeting of the Company held on February 26, 2002 and pursuant to the provisions of Sections 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include any committee thereof) for creation of mortgages, charge and hypothecation or creation of security, in such form and manner and on such terms and at such time(s) as the Board may deem fit, over the assets of the Company, the whole or substantially the whole of the undertaking of the Company wherever situate, present and future, whether presently belonging to the Company or not, with a right to take over the management of the business and undertaking of the Company in certain events, in favour of any lender including financial/investment institution(s), bank(s), insurance company(ies) or others including Trustees for the holders of debentures issued/to be issued and/or assigned in favour of, or the obligations in respect of which may be assumed by the Company, as may be required and approved by the lead institution, if any, and the respective Trustees in order to secure:



- Company and/or the repayment of any loan(s) or credit facilities granted and/or to be granted from time to time to the Company by any one or more of the aforesaid institutions/ persons; and
- B. the payment of interest at the respective agreed rates, compound/additional interest, liquidated damages, premium on redemption, if any, costs, charges, expenses and all other money(s) in terms of the respective letters of Sanction/ Offer, Prospectus or any other offer document, Loan Agreements, Trustees Agreements, Debenture Trust Deeds, Agreements/ Deeds of Hypothecation, etc., executed/to be executed by the Company or in pursuance of an order of a court in respect of the said loans/credit facilities/debentures including debentures assigned or in respect of which the obligation for payment of interest may vest with the Company.
- "RESOLVED FURTHER that the Board be and is hereby authorised to finalise the form, extent and manner of and the documents and deeds, where applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board in consultation with the Lenders and/or the Trustees and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

By Order of the Board  
for KAMA Holdings Limited  
Sd/-  
**Rajat Laxhanpal**  
Whole Time Director &  
Company Secretary

Place: New Delhi  
Date: May 27, 2014

**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.  
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. 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 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, 22nd August, 2014, to Tuesday, 2nd September, 2014 (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, 22nd August, 2014.
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, 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081, the Registrar & Share Transfer Agent (RTA), quoting folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.
5. In terms of SEBI Circular dated 20th May, 2009 and 7th January, 2010 in regard to requests 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. The requestees are requested to furnish copy of their Permanent Account Number (PAN) Card along with the 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. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 all amounts of unclaimed dividend declared up to 31st March, 2007 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government as required by the Companies Act, 1956. 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 23.08.2013 (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.
7. Shareholders are advised that those who have not encashed their dividend warrant(s) so far for the financial years ended 31st March 2007 and thereafter 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. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote by electronic means. The Company has fixed Friday, July 25, 2014, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 14th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. July 25, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the AGM on September 2, 2014. A member who has cast his vote by way of e-voting may attend the AGM but shall be not allowed to vote again at the AGM and the earlier vote cast through e-voting shall be treated as final.  
The e-voting period will commence at 10.00 a.m. on Wednesday, August 27, 2014 and will end at 6:00 p.m on Friday, August 29, 2014. The Company has appointed Mr. D.P. Gupta, Company Secretary in Practice to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the notice.  
The Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorised Agency to provide e-voting facilities.
9. Members are requested
  - i) to bring copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - ii) to quote their folio/identification Nos. in all correspondence.
  - 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.

10. 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. 3**

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

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

**Mr. Kartik Bharat Ram**

Mr. Kartik Bharat Ram (43) 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 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 and a Director in the Company.

Directorships in other public limited companies	Committee Chairmanship/ Membership*
SRF Ltd.	Stakeholders' Relationship Committee- Member
Shri Educare Ltd.	Audit Committee- Chairman
SRF Energy Ltd.	-

\*Only Stakeholders' Relationship Committee and Audit Committee considered.

Except Mr. Kartik Bharat Ram and Mr Ashish Bharat Ram, 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.

**Item No. 5 to 7**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Mukul Khandelwal, Mr. Amitav Virmani and Mr. Dhirendra Datta as Independent Directors.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board has recommended the appointment of these directors as Independent Directors for a term up to March 31, 2019.

The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing their candidature for the office of Director.

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. Copies of the draft letters for appointment of Independent Directors would be available for inspection without any fee by the

members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the 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 appointed is given below:

**Mr. Amitav Virmani** (41) holds a Master's degree in Business Administration in Marketing & General Management from University of North Carolina at Chapel Hill, NC and has 20 years of work experience.

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.

He is a Director of Okara Flour & General Mills Ltd.

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** (43) 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 Nomination & Remuneration Committee of the Board and has no shareholding in the Company.

He is not a Director in any other public limited company.

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. Dhirendra Datta** (67) is a qualified chartered accountant having an experience of 38 years.

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

He is a Director of KAMA Realty (Delhi) Limited

Except Mr Dhirendra 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.

**Item No. 8**

At the Extra Ordinary General Meeting of the Company held on February 22, 2002, the Members had, by way of an ordinary resolution and in pursuance of the provisions of Section 293(1)(d), of the Companies Act, 1956, approved borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 250 Crore at any point of time.

As per Section 180(1)(c) of the Companies Act, 2013, the aforesaid approval shall be taken by way of a special resolution. However, the corresponding resolution under Companies Act, 1956 viz. Section 293(1)(d) required such approval to be by way of ordinary resolution.

MCA vide its circular dated 25th March, 2014, had clarified that the existing resolutions under Section 293(1)(d) passed before 12th September, 2013 shall be valid for a period of 1 year from the



effective date of Section 180 under the Companies Act, 2013 i.e. upto 11th September, 2014.

The approval of the Members authorizing the Board for the borrowings, as set out at Item No. 8 of this Notice is therefore being sought, by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financial or otherwise, in passing of the Resolution.

**Item No. 9**

At the Extra Ordinary General Meeting of the Company held on February 22, 2002, the Members had, by way of an ordinary resolution and in pursuance of the provisions of Section 293(1) (a) of the Companies Act, 1956, approved creation of a mortgage or charge by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed, including interest, charges, etc. payable thereon.

As per Section 180(1)(a) of the Companies Act, 2013, the aforesaid

approval is required to be taken by way of a special resolution. However, the corresponding resolution under Companies Act, 1956 viz. Section 293(1)(a) required such approval to be by way of ordinary resolution.

Ministry of Corporate Affairs has vide its circular dated 25th March, 2014, clarified that the existing resolutions under Section 293(1)(a) passed before 12th September, 2013 shall be valid for a period of 1 year from the effective date of Section 180 under the Companies Act, 2013 i.e., upto 11th September, 2014.

Hence the approval of the Members authorizing the Board for creation of charge, in the manner set out at Item No.9 of this Notice, is therefore being sought, by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financial or otherwise, in passing of the Resolution.

**Important Communication to Members**

The Ministry of Corporate Affairs has taken a 'green initiative in the corporate governance' by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, 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.