

## **KALYANPUR CEMENTS LIMITED**

**REGISTERED OFFICE** 2 & 3, Dr.Rajendra Prasad Sarani, Kolkata – 700 001

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CIN L26942WB1937PLC009086

Email: [kalyanpur\\_ecdrid@bsnl.in](mailto:kalyanpur_ecdrid@bsnl.in); Website: [www.kalyanpur.com](http://www.kalyanpur.com).

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 75<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held at The Palladian Club Lounge, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Third Level, Kolkata – 700 001 on Monday, the 28<sup>th</sup> September, 2015 at 11.30 a.m. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2015 and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Shailendra Prakash Sinha (DIN 00089604) who retires by rotation and is eligible for re-appointment.
3. **Appointment of Auditors**

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. M. Mukerjee & Co., Chartered Accountants (Firm Registration No. 303013 E) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration and terms & conditions as may be mutually agreed to between the Board of Directors of the Company and the Auditors.

#### **SPECIAL BUSINESS:**

4. **Appointment of Smt. Lata Ajay Srivastava (DIN : 07113354) an Independent Director of the Company**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

“**Resolved that** Smt. Lata Ajay Srivastava (DIN No. 07113354) who was appointed as an Additional Director designated as Independent Director with effect from 26<sup>th</sup> March, 2015 and who holds office as such an Additional Director till the date of this Annual General Meeting of the Company and in respect of whose appointment the notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying his intention to propose Smt. Lata Ajay Srivastava as a candidate for the office of the Director of the Company be and is hereby appointed as a Director designated as Independent Director for the tenure of three years i.e. upto 24<sup>th</sup> March, 2018, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013.

5. **To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:**

**Resolved that** pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016, be paid the remuneration as set out in the explanatory statement annexed hereto.

**Resolved further** that the Cost Auditors be reimbursed the expenses on actual basis, if any, as incurred by them in relation to conduct of the Cost Audit.

**Resolved further** that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Place: Kolkata  
Date: 28<sup>th</sup> August, 2015

**BY ORDER OF THE BOARD  
For Kalyanpur Cements Limited**

**P.K. Chaubey  
Chief Financial Officer &  
Company Secretary**

**Notes:**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under item Nos. 4 & 5 of the Notice is annexed hereto. The relevant details, as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 2 and 4 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Transfer Books of the Company will be closed from 22<sup>nd</sup> September, 2015 to 28<sup>th</sup> September, 2015, both days inclusive.
4. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their address, name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically updated in the records of the Registrar and Transfer Agents (RTAs) which will help the Company and the Company's RTAs Link Intime India (P) Ltd., 59C, Chowringee Road, 3<sup>rd</sup> Floor, Kolkata-700 020 provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the RTAs. Alternatively, they may intimate such changes to the company at its registered office at 2 &3, Dr.Rejendra Prasad Sarani, Kolkata – 700 001.
5. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by CDSL.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the company or RTAs at their above mentioned addresses. The Registrar and Transfer Agent of the Company M/s. Link Intime India (P) Ltd., 59C, Chowringee Road, 3<sup>rd</sup> Floor, Kolkata – 700 020, is handling registry work in respect of shares held both in physical form and in electronic/ demat form.
7. Members holding shares in physical form in multiple folios are requested to send to the company or the RTAs, the details of such folios together with the share certificates for consolidating their holding in one folio. Such Members will be provided with consolidated share certificate in lieu of their holdings in all the folios.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
10. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report notice for attending the meeting.
11. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at [www.kalyanpur.com](http://www.kalyanpur.com)
12. To support the 'Green Initiative' of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to register the same with the RTAs/ the company.
13. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to

provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 75<sup>th</sup> Annual General Meeting (AGM) through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company also proposes to provide the option of voting by means of Ballot Form at the venue of AGM in addition to the electronic voting through remote e-voting facility. The company has engaged the services of Central Depository Services (India) Ltd. (CDSL) for facilitating voting by electronic means and the business may be transacted through e-voting services provided by CDSL. The facility for voting through ballot form will be provided at the meeting and the members who have not cast their vote through remote e-voting may cast their vote at the meeting by ballot form. The members who cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Shri A.K. Labh, Practicing Company Secretary (FCS – 4848 / CP-3238) of M/s. A.K. Labh & Co., Company Secretaries who had consented to act as the Scrutiniser, was appointed by the Board of Directors as the Scrutinizer to scrutinise the voting process (electronically or otherwise) for the 75<sup>th</sup> Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutiniser's report of the total votes cast to the Chairman or a person authorised by him in writing.

14. The results shall be declared, on submission of the report by the Scrutinizer, within the period of three days from the conclusion of the Annual General Meeting as stipulated in the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015. The results declared alongwith the scrutinizer's report shall be placed on the Company's website [www.kalyanpur.com](http://www.kalyanpur.com) and sent to CDSL for posting on their website soon after declaration of the result. The result will be communicated to the Stock Exchanges where the shares of the company are listed.

## **15. The instructions for Voting**

### **15.1 The instructions for shareholders voting electronically under remote e-voting are as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the company hereby provides to the members the facility to exercise their right to vote at the 75<sup>th</sup> Annual General Meeting (AGM) by electronic means through remote e-voting as well as by way of Ballot Form at the AGM and thus the business may be transacted through e-voting services provided by Central Depository Services (India) Ltd. (CDSL) or voting by ballot form. The following are the instructions for e-voting purpose.

- (i) The voting period begins on 25<sup>th</sup> September, 2015 at 9.00 a.m and ends on 27<sup>th</sup> September, 2015 at 5.00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.

- (iv) Now, select the Electronic Voting Sequence Number (EVSN) along with Kalyanpur Cements Limited from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID
- For CDSL : 16 DIGITS BENEFICIARY ID,
  - For NSDL: NSDL has not provided connectivity to the Company.
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Shareholder’s Folio Number (in case of shareholders holding physical shares) in the PAN field.</li> <li>In case the Shareholder’s Folio Number is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Shareholder’s Folio Number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your Demat Account or in the Company records for the said Demat Account or Folio.

- (ix) After entering these details appropriately, click on “SUBMIT” TAB.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Kalyanpur Cements Limited on which you choose to vote.
- (xiii) On the voting page, you will see ‘RESOLUTION DESCRIPTION’ and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians:
  - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate or Custodians.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **15.2 Instructions for Voting through Ballot Form**

The Shareholders who are not able to vote electronically under remote e-voting arrangement may vote through the Ballot Form at the venue of the Annual General Meeting. The detailed instructions for voting through Ballot Form will be provided at the time of the meeting.

Place: Kolkata  
Date: 28<sup>th</sup> August, 2015

**BY ORDER OF THE BOARD**  
**For Kalyanpur Cements Limited**

**P.K. Chaubey**  
**Chief Financial Officer &**  
**Company Secretary**

**EXPLANATORY STATEMENT**  
**(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following Explanatory Statement provides the material facts concerning the items under “Special Business” mentioned at Sl. Nos. 4 & 5 of the notice. The profile of Shri Shailendra Prakash Sinha who is proposed to be reappointed (Item No. 2) and Smt. Lata Ajay Srivastava who is proposed to be appointed as director (Item No. 4) in this meeting are provided below in terms of the requirement of clause 49 of the Listing Agreement.

**Item No. 2**

**Reappointment of Shri Shailendra Prakash Sinha (00089604) as a Director of the Company**

Mr. Shailendra Prakash Sinha is a Commerce Graduate and a certificate holder in hotel management from Cornell University, USA. He has also undergone a senior Executive programme from Stanford University, USA. He has over 44 years of industrial experience.

Mr. Sinha has been associated for long with various Chambers and Trade bodies like Bihar Chamber of Commerce, Bihar Industries Association and Confederation of India Industry (CII) Bihar and he has been the President of Bihar Industries Association. He is a known industrialist in the State of Bihar. He presently holds directorship, besides in the company, in (i) Differential Technologies Ltd. (ii) Bihar State Tourism Development Corporation Ltd. and (iii) Canterbury Results Pvt. Ltd. He also holds membership in the stakeholders Relationship Committee of the Company’s Board.

Mr. Sinha does not hold any share in the Company and he is also not related with any director of the company.

**Item No. 4**

**Appointment of Smt. Lata Ajay Srivastava (07113354) as a Director of the Company**

The Companies Act, 2013 as well as the Listing Agreement with the Stock Exchanges provide for appointment of woman director on the Company’s Board. In order to comply with the statutory and regulatory requirements, the Board of Directors appointed Mrs. Lata Ajay Srivastava as an additional director of the company designated as Independent Director.

Smt. Lata Ajay Srivastava is a graduate and is active in the field of social work for a long time. She has been a member of Inner Wheel Club of Patna which is the women wing of Rotary Club. She has been actively involved in various philanthropic activities undertaken by Rotary International. She is also a member of All India Women Conference, Bihar Chapter. She does not hold any share in the company and she is not related with any director of the company. She is not on the Board of any other company. None of the directors is interested in this resolution. The Board recommends this Resolution for approval by the Shareholders.

**Item No. 5**

Section 148 of the Companies Act, 2013 provides for Audit of Cost records of the Company by Cost Accountants to be appointed by the Board of Directors on such remuneration as may be determined by the members in their General Meeting. The Board, on the basis of recommendation of the Audit Committee, approved the appointment of M/s. Mitra, Bose and Associates, the Cost Accountants (Firm Registration No. 00037) as Cost Auditors to conduct the audit of Cost records of the Company for the Financial Year 2015-16 at the remuneration of Rs. 40,000/- besides reimbursement of expenses, incurred in connection with the audit, on actual basis.

Section 148 of the Act provides that the Cost Auditor shall be appointed by the Board on such remuneration as may be determined by the members. The Board of Directors approved the appointment of the Cost Auditors at a remuneration of Rs. 40,000 besides reimbursement of expenses on actual basis. The Shareholders may consider approving the said remuneration or such other remuneration as may be deemed appropriate by the members. None of the directors, Key Managerial Personnel of the company or their relatives, in any way, are concerned or interested, financially or otherwise, in the proposed Resolution. The Board recommends this resolution for approval by the shareholders.

Place: Kolkata  
Date: 28<sup>th</sup> August, 2015

**BY ORDER OF THE BOARD**  
**For Kalyanpur Cements Limited**

**P.K. Chaubey**  
**Chief Financial Officer &**  
**Company Secretary**