

KALYANPUR CEMENTS LTD.

CIN : L26942WB1937PLC009086,

Regd. Off. : 2 & 3, Dr. Rajendra Prasad Sarani, Kolkata - 700 001

Corp. Office : Maurya Centre, 1 Fraser Road, Patna - 800 001

Email : admin@kalyanpur.com ; Website : www.kalyanpur.com

NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act 2013 (the Act) read with the provisions of Rule 22 and Rule 20 (as amended) of the Companies (Management and Administration) Rules 2014 and Rule 15(3)(ii)(b) of the Companies (Meetings of Board and its Powers) Rules 2014 that the resolution appended below is proposed to be passed as **Special Resolution** by way of Postal Ballot with e-voting facility.

"RESOLVED THAT pursuant to the provisions of Section 188(1) of the Companies Act 2013 (the Act) and other applicable provisions, if any, of the Act and Rule 15(3)(ii)(b) of the Companies (Meetings of Board and its Powers), Rules 2014 read with Rule 22 and Rule 20 (as amended) of the Companies (Management and Administration) Rules 2014, the approval of the company be and is hereby accorded to the proposal for payment to Mr. Siddharth Prakash Sinha, Executive Director, the monthly remuneration of Rs.2,75,000/- and other allowances admissible in his grade as under:

- i) Basic salary of Rs. 2,75,000/- (in the range of Rs. 2,50,000 - 50,000 - 6,00,000).
- ii) House Rent Allowance @60% of the basic salary.
- iii) PF contribution @12% of Basic salary or as per the prevailing rules.
- iv) Medical reimbursement limited to one month Basic Salary.
- v) Gratuity as per Rules."

By Order of the Board
For **Kalyanpur Cements Ltd.**

Sd/-

P. K. Chaubey

Chief Financial Officer & Company Secretary

Date : **22nd May, 2015**

Place : Patna

Notes :

1. An Explanatory Statement as required under Section 102 read with Section 110 of the Companies Act, 2013 is given hereunder;
2. The Notice is being sent to all the Members by post/courier (and electronically by email to those Members who have registered their email IDs with the company or Depository Participant), whose names appear in the register of Members/Record of Depositories as on **12th June, 2015** and such members will be considered for voting;
3. The voting through e-voting will start on **24th June, 2015** at 10.00 a.m. and will close on **23rd July, 2015** at 5.00 p.m. The Postal Ballot, where the member chooses to vote through physical postal ballot, must reach the Scrutinizer on or before **23rd July, 2015**.
4. Resolution passed by the Members through Postal Ballot will be deemed to have been passed effectively at the general meeting of the Members of the company.
5. In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the companies (Management and Administration) Rules, 2015 and Rule 20, as amended, of the said Rules, the company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of through Postal Ballot Form. The procedure and instructions for the same are given on the reverse of the Ballot form as well as in this Notice hereinafter.
6. The Board of Directors of the Company has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company.
7. You are requested to carefully read the instructions printed in the Form attached hereto, fill up the form, give your assent or dissent on the Resolution at the end of the Form and return the duly completed and signed Form (no other form or photocopy thereof

is permitted) in the enclosed self-addressed postage prepaid business reply envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 5.00 p.m. IST) on **23rd July, 2015**. The Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.

8. The Instructions for Members for opting to voting electronically or through postal ballot are as under :-

A. In Case of Members receiving e-mail :

The shareholders should log on to the e-voting website : www.evotingindia.com.

- (i) Click on Shareholders.
- (ii) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID.
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) 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"> ● 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 folio number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company record for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (ix) Click on the EVSN for Kalyanpur Cements Ltd. on which you are to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have 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.

- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Note for Non - Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xvii) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

B In case of members receiving the physical copy:

- (a) Please follow all steps from sr.no.(i) to sr.no.(xvii) above to cast vote.
- (b) The voting period begins on **24th June, 2015** at 10.00 a.m. and ends on **23rd July, 2015** at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **12th June, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 under help section or write an email to helpdesk.evoting@cdslindia.com or admin@kalyanpur.com.

9. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal ballot and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
10. In line with the "Green Initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of Notice/documents on the Shareholders and pursuant to section 108,110 of the Companies Act 2013, and the Companies (Management and Administration) Rules 2014 and clause 35B of the Listing agreement, the Company is sending this Notice electronically on the e-mail addresses as obtained from the Depositories/ other sources to the Members. Such Individual Member may exercise their voting electronically as per the procedure given above. In case a Member does not want to avail the electronic voting facility organized through CDSL, such Member may cast his vote through postal ballot attached with this Notice sent to all the members individually. In case, any member has not received the Ballot Form alongwith the Notice, he may send a request for the same to the company or its Registrars & Share Transfer Agents namely, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata-700 020, Ph.No.033-22890539, 22890540. On receipt of such request, the Registrar and Share Transfer Agents will dispatch the same in physical form to enable the Member to send back the duly signed Postal Ballot by **23rd July, 2015**.
11. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company. The results will be announced by your Company on **27th July, 2015** at the Registered Office of the Company and the Resolution will be taken as passed effectively on the date of such declaration, if assented to by the requisite majority. The date of declaration of the result by the Company shall be deemed to be the date of the General Meeting convened in that behalf. The result of the Postal Ballot will be communicated to the Stock Exchanges where your Company's shares are listed and the result will also be put up on the website of the Company i.e. www.kalyanpur.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013.

Mr. Siddharth Prakash Sinha was appointed as an officer of the company designated as Executive Director (below the Board Level) w.e.f. 25.10.2006. He was appointed at a monthly basic salary of Rs.80,000/- (in the range of Rs. 80,000 - 50,000 - 2,50,000),

variable allowance and other allowances as applicable to his position. As per the range of pay as mentioned above, an annual increment not exceeding Rs.50,000/- p.m. could be granted to him every year but in effect, annual increments of much lower amount were granted to him from time to time and his salary as on 31st March, 2015 reached the level of Rs. 2,42,000/- in a span of Nine years i.e. an annual average increment of Rs.18,000/- p.m. The Company has considered granting an annual increment to Mr. Siddharth Prakash Sinha in respect of the year 2015-16 and with grant of the annual increment for the current financial year in 2015-16, his salary will exceed the range of salary in which he was appointed and this would amount to varying the terms of his remuneration.

Mr. Siddharth Prakash Sinha, at the time of his appointment, was not related with any director of the company but presently he is related with Mr. Shailendra Prakash Sinha, the Managing Director of the company and a key Managerial Personnel and therefore he is covered under the definition of Related Party as defined in Section 2(76) of the Act. Section 188(1) of the Act provides for appointment of any Related Party to an office or place of profit of the company or its subsidiary company or associate company only with the approval of the Board of Directors accorded by resolution passed at the meeting of the Board and subject to further conditions as may be prescribed. Rule 15(3)(ii)(b) of the Companies (Meetings of Board and its powers) Rules 2014 provides that the appointment of a Related Party to any office or place of profit in the company at a monthly remuneration exceeding of Rs.2,50,000/- can be made only with prior approval of the company by a special resolution.

The Board of Directors in its meeting held on 22.05.2015 considered and approved the following monthly remuneration to be paid to Mr. Siddharth Prakash Sinha :

- i) Basic salary of Rs.2,75,000/- (in the range of Rs.2,50,000-50,000-6,00,000).
- ii) House Rent Allowance @60% of the basic salary.
- iii) PF contribution @12% of Basic salary or as per the prevailing rules.
- iv) Medical reimbursement limited to one month Basic Salary.
- v) Gratuity as per Rules.

The total remuneration to be paid to Mr. Siddharth Prakash Sinha would be Rs. 4,96,000/- p.m. (approx.). In addition, he would be provided with a Car for official use and Landline as well as Mobile telephone facility. The proposed remuneration, to be effective from 01.04.2015, would be paid to Mr. Siddharth Prakash Sinha after approval of the Members is obtained. Mr. Siddharth Prakash Sinha is a capable executive as could be seen from the details provided here under :

Mr. Siddharth Prakash Sinha had his Secondary Schooling from St. Michael's High School, Patna, which is the premier institute in Bihar for Higher Secondary Education. He is a Bachelor of Science (Engineering), Applied and Engineering Physics from Cornell University, USA. He also has the Degree of Masters in Business Administration (MBA) from INSEAD, France and possesses wide experience. He has worked in various companies in USA, UK and Bangalore, India before joining Kalyanpur Cements Ltd. in October, 2006. The details of his experience are as under :

Name of the organization	Designation	Period	Salary drawn
Lutron Electronics Inc., Coopersburg, PA, USA	Project Electrical Engineer	1997-1999	US\$ 42,000-47,000
Lutron Electronics Inc., Coopersburg, PA, USA	Design and Development Engineer	1999-2002	US\$ 47,000-67,000
Lutron EA Ltd., London, UK	Consultant	2003-2004	GBP 60,000
Ittiam Technologies Pvt. Ltd., Bangalore, India	Manager - Marketing	2004-2006	INR 16,50,000-19,50,000

Mr. Siddharth Prakash Sinha is presently directly responsible for the company's plant operation and he has made significant contribution to the improvement in operations even under difficult financial condition being faced by the company.

Mr. Shailendra Prakash Sinha, Managing Director being related with Mr. Siddharth Prakash Sinha is interested in the resolution. No other director of the company is interested in the resolution. The Board of Directors have recommended the above resolution to the shareholders for their approval by Postal Ballot.

By Order of the Board -
For **Kalyanpur Cements Ltd.**
Sd/-

P. K. Chaubey

Chief Financial Officer & Company Secretary

Date : **22nd May, 2015**

Place : Patna

Encl : 1. Postal Ballot Form, 2. Postage- prepaid envelope