

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th (Twenty-Eighth) Annual General Meeting of the Members of KALPENA INDUSTRIES LIMITED will be held at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 on Thursday, the 26th day of September, 2013, at 10.30 A.M. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2013.
3. To appoint a Director in place of Mr. Nirmalendu Guha, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint auditors to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Section 255, 256 and 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or reenactment thereof, Mr. Samir Kumar Paul, who was co-opted as an Additional Director of the Company under provisions of Section 260 of the Companies Act, 1956 and Article 103 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

By Order of the Board of Directors

Registered Office:
2B, Pretoria Street,
Kolkata-700071

Date: 14th day of August, 2013
Place: Kolkata

A.B.Chakrabartty
Company Secretary

NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THEN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF MEETING. THE PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote, on their behalf, at the Meeting.
- 3) The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 19th September, 2013 to Thursday, 26th September, 2013 (both days inclusive).
- 4) The dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be credited / dispatched between 1st October, 2013 and 21st October, 2013 to those members or to their mandates :-
 - a. whose names appear as Beneficial Owners as at the end of the business hours on 18th September, 2013 in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), in respect of the shares held in electronic form; and
 - b. whose names appear as Members in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the company / its Registrars & Share Transfer Agents on or before 18th September, 2013.
- 5) Securities and Exchange Board of India has made it mandatory for all companies to use bank account details furnished by the depositories for depositing dividend through National Clearing Service (NECS) to investors wherever NECS and bank details are available. In absence of NECS facilities, the company will print the bank account details, if available, on the payment instrument for distribution of dividend.
- 6) Members, holding shares in physical mode are requested to notify the change in their address / mandate/ bank account to M/s. CB Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Registrar & Share Transfer Agent of the Company.
- 7) Members, holding Shares in Demat mode are requested to notify the change in their address / bank account details to their respective Depository Participant(s) (DPs).
- 8) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. CB Management Services Pvt. Ltd.
- 9) Dividend for the financial year ended 31st March, 2006, which remains unpaid or unclaimed, will be due for transfer to Investors' Education and Protection Fund of the Central Government at the end of the year, pursuant to the provisions of Section 205C of the Companies Act, 1956. Members, who have not yet encashed their dividend warrants for the financial year 31st March, 2006 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar & Share Transfer Agents without delay. Members are advised that no claims shall lie against the said fund or the company for the amounts of dividends so transferred to the said fund. The details of dividend unclaimed by the members for the past years which have not yet been transferred to the Central Government are readily available for view by the members on the website of the Company www.kalpenagroup.com. Further, the members are advised to glance through the database and lodge their claim for dividend which has remained unclaimed with the Company's Registrar and Share Transfer Agents.
- 10) Members can avail of the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 109A of the companies Act, 1956.

Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participants.

- 11) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by the Attendance Slip, which is annexed to the proxy form. Members are requested to affix their signature at the place provided on the Attendance slip and hand it over at the entrance.
- 12) Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 01.00 p.m. up to the date of Meeting.
- 13) Brief resume of Directors seeking appointment / re appointment including nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership / chairmanship of Board Committees, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are as under;-

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING
(In Pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Nirmalendu Guha	Mr. Samir Kumar Paul
Date of Birth	14.11.1932	06.09.1944
Date of Appointment on the Board	11.05.2002	15.02.2013
Qualification	M.Tech (P.Eng & Mgt.), C.Eng, FIE (India), FI Plant E (UK), Hon FIPE, MMFI	M.Com,Chartered Accountant.
Expertise	Mr. Guha has wide experience in the Corporate world and has held distinguished positions in prestigious companies. He has remained Vice – Chairman and Managing Director of IFB Agro Industries and Chief Executive – MD and CM of Tea Trading Corporation of India.	Mr. Paul has over 40 years of experience in finance and accounts. He has remained as Managing Director of Dunlop India Ltd.
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign and private companies)	Damodar Ropeways & Infra Limited	None
Memberships / Chairmanships of Committees across all companies	None	None
Shareholding in the Company	Nil	NIL
Relationship with other Directors	NIL	NIL

Note: Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies

REQUEST TO MEMBERS

Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same at least 7 days in advance of the meeting to the Company Secretary at the office address so as the same may be attended appropriately.

Registered Office:
2B, Pretoria Street,
Kolkata-700071
Date: 14th August, 2013
Place: Kolkata

By Order of the Board of Directors
For Kalpena Industries Limited

A.B.Chakrabarty
Company Secretary

Green Initiative

The Ministry of Corporate Affairs (MCA), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies after considering the relevant sections of the Information Technology Act, 2000, for legal validity of compliances under Companies Act, 1956 through electronic mode. The MCA has vide circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011, provided that a company would have complied with Section 53 of the Companies Act, 1956, if the service of documents has been made through electronic mode, provided the company has obtained the e-mail addresses of its members for sending the notice / documents through email by giving an advance opportunity to every member to register his / her email address and changes therein from time to time with the company. In cases where any member has not registered his / her e-mail address with the Company, the service of documents etc. will be effected by other modes of service as provided in Section 53 of the Companies Act, 1956.

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 holds shares in physical mode are requested to register the same with CB Management Services (P) Ltd.

Explanatory Statement pursuant to Section 173(2) of The Companies Act, 1956

Item No. 5

The Board of Directors of the Company at its meeting held on 14th February, 2013, appointed Mr. Samir Kumar Paul as an Additional Director with effect from 15th February, 2013, pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) and Article 103 of the Articles of Association of the Company. According to the provisions of the said Section and Article, Mr. Samir Kumar Paul would hold office up to the date of this Annual General Meeting.

The Company has, however, received a notice, in writing, from a member, under the provisions of Section 257 of the Companies Act, 1956, proposing the candidature of Mr. Samir Kumar Paul for the office of Director of the Company. Requisite consent, pursuant to Section 264(1) of the Act, has been received from Mr. Samir Kumar Paul to act as such Director, if appointed.

Mr. Samir Kumar Paul, is not disqualified from being appointed as Director in terms of section 274(1) (g) of the Act. The Company has received a letter from Mr. Samir Kumar Paul, in term of companies (Disqualification of Directors under section 274(1) (g) of the Act.), confirming his eligibility for such appointment.

The Board of Directors recommends the Resolution to be passed as an Ordinary Resolution, being Item No.5 of the Notice convening this AGM, for approval of the members.

Save and except Mr. Samir Kumar Paul, no director of the company is concerned or interested in the resolution.

By Order of the Board of Directors
For Kalpena Industries Limited

Registered Office:
2B, Pretoria Street,
Kolkata-700071

A.B.Chakrabarty
Company Secretary

Date: 14th August, 2013

Place: Kolkata