

KALPENA INDUSTRIES LIMITED
2B, PRETORIA STREET, KOLKATA – 700 071
Phone : 033 2282 3744 /45, Fax :- 033 2282 3739
E Mail :- Kolkata@kalpena.co.in
CIN :- L19202WB1985PLC039431

NOTICE OF ANNUAL GENERAL MEETING.

NOTICE IS HEREBY GIVEN that the 29th (Twenty-Ninth) Annual General Meeting of the Members of KALPENA INDUSTRIES LIMITED having CIN- L19202WB1985PLC039431, will be held at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 on Friday, the 26th day of September, 2014, at 04.00 P.M. to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and 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, 2014.
3. To appoint a Director in place of Mr. Rajesh Kumar Kothari (DIN – 02168932), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint auditors and 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** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Nirmalendu Guha (DIN 01154485), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five(5) consecutive years, effective from 1st April, 2014 upto 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.30000/- plus service tax and out-of-pocket expenses payable to M/s. D.Sabyasachi & Co., who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to plastic compounds and other manufacturing items of the Company for the year ending 31st March, 2015

7. **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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Article 55 of the

Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs. 10/- (Rupees Ten only) into 5(Five) Equity Shares of Face value of Rs. 2/- (Rupee Two only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 30,60,00,000/- (Rupees Thirty Crores Sixty Lakhs only) would comprise of 15,30,00,000 (Fifteen Crores Thirty Lakhs) Equity Shares of Rs. 2/- (Rupee Two only) each with effect from the “Record Date” to be determined by the Board for this purpose.

RESOLVED FURTHER THAT Pursuant to the sub-division of the Equity Shares of the Company each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 5(Five) Equity shares of the Face value of Rs. 2/- (Rupee Two only) each fully paid-up, with effect from the record date.

RESOLVED FURTHER THAT on sub-division, the 5(Five) Equity Shares of the Face value of Rs. 2/- (Rupee Two only) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT Upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division. The Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard.”

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

Amendment to clause V of the Memorandum of Association of the Company.

“RESOLVED THAT pursuant to the provisions contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

‘V. The Authorized Shares Capital of the Company is Rs. 30,60,00,000/- (Rupees Thirty Crores Sixty Lakhs only) divided into 15,30,00,000 (Fifteen Crores Thirty Lakhs only) Equity Shares of Rs. 2/- (Rupee Two) each, with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force , with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

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

Borrowing Powers of the Company:

“RESOLVED, in supersession of the resolution No.8 passed at the 26th Annual General Meeting of the Company held on 12th November,2011 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013,as amended from time to time, and the Articles of Association of the Company and subject to such other approvals as may be necessary, THAT consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money from time to time from anyone or more of the Company’s Bankers and/or from anyone or more Firms, Bodies Corporate, Financial Institutions, Mutual Funds, Foreign Bankers, Foreign Financial Institutions, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Trusts or such other bodies or entities whether by way of cash credit, loans, advances, deposits, loans or bills discounting, deferred payment guarantees, issue of debentures, external commercial borrowings or otherwise, in any other mode or form, and whether unsecured or secured by mortgage, charge, hypothecation, lien, or pledge of the Company’s assets and properties, whether immovable or movable or stock in trade (including raw materials, spare parts and components in stock or in transit and work in progress) or by any kind of guarantees and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but so however that the total amount upto which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 2000 Crore (Rupees Two Thousand crores only) exclusive of interest, and that the Board of Directors is hereby further authorized and empowered to arrange or settle or execute such deeds of debenture trust and deeds of mortgage , charge, hypothecation, lien, promissory notes, deposit receipts, guarantees/assurance deeds and other deeds and instruments or writings containing such conditions and covenants as the Board of Directors in its absolute discretion may think fit.”

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

Creation of Charge on the assets of the Company:

RESOLVED THAT in supersession of the Resolution No.9 passed at the Annual General Meeting of the Company held on 12th November, 2011 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or bodies/ trustees for holders of debentures/ bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as 'Lenders'), provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 2000 Crores (Rupees Two Thousand crores only).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid.”

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

By Order of the Board

A.B.Chakrabartty
Company Secretary

Date: 13th Day of August, 2014
Place: Kolkata

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. MEMBERS ARE REQUESTED TO NOTE THAT A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos.5 to 10 above is annexed hereto.
3. 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.
4. In accordance with the provisions of section 91 of the Companies Act,2013 ,the Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 22nd September, 2014 to Friday, 26th September, 2014 (both days inclusive).
5. The dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be credited / dispatched between 1st October, 2014 and 21st October, 2014 to those members or to their mandates :-
 - a. whose names appear as Beneficial Owners as at the end of the business hours on 21st September, 2014 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 21st September, 2014.
6. 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.
7. 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.
8. 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).
9. 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. Limited.

10. Dividend for the financial year ended 31st March, 2007, 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, 2007 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.
11. As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

12. Process and manner for members opting for e-voting are as under:

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, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL :

- (i) Open the email and open pdf file "Kalpena Industries Limited e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/PIN for e-voting. Please note that this password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice. 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.).

On first login, the system will prompt you to change your password and update your contact details like mobile number, email ID, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. 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.

- (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on e-voting: Active Voting Cycles.
- (vii) Select the “EVEN” i.e Kalpena Industries Limited. Now you are ready for e-voting as Cast Vote page will open.
- (viii) The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on 22nd August, 2014 (“Cut-Off Date”).
- (ix) On the voting page, you may cast your vote by selecting an appropriate option “For” or “Against” and click “**SUBMIT**”. A confirmation box will be displayed. Click “**OK**” to confirm or “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
- (x) You can similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- (xi) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on “**RESET**” for those resolutions for which you have not yet cast the vote.
- (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 relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email ID: daga.ashok@gmail.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format: Corporate Name EVEN NO.

B. In case of Members receiving Notice of Annual General Meeting by Post:

Please follow all steps from Sr. No. (ii) to (xii) as mentioned in (A) above, to cast your vote.

- C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.
- D. The e-voting period commences on 21st September, 2014 (9.00 a.m) and ends on 23rd September, 2014 (6.00 p.m). During this period, Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 22nd August, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com>.
- F. Mr. Ashok Kumar Daga, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- H. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.kalpenagroup.com and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company is listed.

13. For the convenience of members who do not have access to e-voting facility, a ballot form can be obtained from our RTA. Members may fill in the Ballot form and submit the same in a sealed envelope to the Scrutinizer, Ashok Kumar Daga, Unit :- Kalpena Industries Limited,C/o. CB Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata – 700 019 , so as to reach by 6.00.p.m. on 23rd September,2014. The scrutinizer will collate the votes downloaded from e voting system and votes received through post to declare the final results. A member can opt for only one mode of voting. In case of members(s) who cast their votes by both the modes, then voting done through electronic mode shall prevail.
14. 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.
15. 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. Rajesh Kumar Kothari *	Mr. Nirmalendu Guha
Date of Birth	05.06.1964	14.11.1932
Date of Appointment on the Board	12.08.2011	11.05.2002
Qualification	Graduate (B.Com) from Rajasthan University, Ajmer	M.Tech (P.Eng & Mgt.),C.Eng, FIE (India),FI Plant E (UK), Hon FIPE, MMFI
Expertise	Mr. Kothari has more than 28 years of experience in the areas of marketing, after sale service and market research. He started his career in the year 1985 at Kanoria Chemicals & Industries Limited. In the year 1997 he joined Kalpena.	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.
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign and private companies)	None	Damodar Ropeways & Infra Limited
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

*** Mr. Rajesh Kumar Kothari, Whole Time Director is a non rotational Director as per his terms of appointment. However, in order to comply with the provisions of Section 152 of the Companies Act, 2013, his position is liable to retire by rotation.**

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:
Directors
2B Pretoria Street
Kolkata-700 071

13th August, 2014
Place: Kolkata

By Order of the Board of
For Kalpena Industries Limited

A.B.Chakrabartty
Company Secretary

Statement pursuant to Section 102 of The Companies Act, 2013

The following Statement sets out all the material facts relating to the Special Business in the accompanying Notice:

Item No. 5

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Nirmalendu Guha as Independent Director at various times, in compliance with the requirements of the clause.

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 Nomination and Remuneration Committee has recommended the appointment of Mr. Nirmalendu Guha as Independent Directors for a period of 5 years , with effect from 1st April, 2014 upto 31st March, 2019. A notice under section 160 of the Companies Act, 2013 has been received from a member proposing him as a candidate for the office of Director of the Company.

Mr. Nirmalendu Guha , non-executive director of the Company, have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Nirmalendu Guha as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the resolution set out at Special Business Item No.5 of the Notice.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s D.Sabyasachi & Co, Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 30,000/- plus applicable service tax, payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business under Item No. 6 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

The Board recommends the Ordinary resolution for approval of the members.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the resolution set out at Special Business Item No.6 of the Notice.

Item No. 7 & 8

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE) and the shares are being traded on BSE. With a view to enhancing the investor base of the company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on 13th August, 2014 has approved to sub-divide the nominal value of the equity share capital of the Company from Rs. 10/- per share to Rs. 2/- per share, subject to approval of members.

Accordingly, each paid up equity share of nominal value Rs. 10/- (Rupees Ten Only) each of the Company, existing on the Record Date as may be fixed by the Board of Directors, shall stand sub divided into 5 (five) Equity Shares of Nominal Value of Rs. 2/- (Rupees Two only) each.

The Record Date for the aforesaid Sub Division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Annual General Meeting.

At present, the Authorised Share Capital of the Company is Rs. 30,60,00,000 /- (Rupees Thirty Crores Sixty Lakhs only) divided into 3,06,00,000 (Three Crores Six Lakhs only) Equity Shares of Rs. 10/- (Rupee Ten) each. The issued, subscribed and paid up capital of the Company is divided in to 1,88,14,586 (One Crore eighty-eight lakhs fourteen thousand five hundred eighty-six) equity shares of Rs.10/- each amounting to Rs.18,81,45,860/- (Eighteen Crores Eighty One lakhs Forty five thousand eight hundred sixty only).

The proposed sub division of equity shares of the Company from Rs.10/- (Rupees Ten only) per Equity share to Rs.2/-(Rupees Two only) per equity share, requires alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No.7.

The Board recommends the Ordinary Resolutions under Item Nos. 7 and 8 of the notice for approval of the Members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company till the conclusion of the Annual General Meeting.

The Directors /key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No.7 & 8 of the Notice only to the extent of shares held by them, if any, in the Company.

Item No. 9

In terms of provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting by way of Special Resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves. The members at their Annual General Meeting held on 12th November, 2011 had accorded their consent under Section 293(1)(d) of the Companies Act, 1956 as applicable at that time, to the Directors for borrowing moneys up to a limit of Rs.1500 crores (apart from temporary loans obtained from the Company's bankers in the ordinary course of business).

Since Section 180(1)(c) of the Companies Act, 2013, is effective from 12th September,2013, fresh approval of the members by way of Special resolution will be required for borrowings in excess of

the paid-up capital and its free reserves . Moreover, the borrowing limit is proposed to be Rs.2000 crores at any period of time.

The Board commends the Special Resolution for approval of the members.

None of the Directors / key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.9 of the Notice.

Item No. 10

Under the erstwhile Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.

As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The limit of 1500 Crores under the earlier resolution passed by the shareholders at the Annual General Meeting of the Company held on 12th November, 2011 is revised to Rs. 2000 Crores.

The Board commends the Special Resolution for approval of the members.

None of the Directors / key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.10 of the Notice.

Registered Office:
Directors
2B Pretoria Street
Kolkata-700 071

13th August, 2014
Place: Kolkata

By Order of the Board of
For Kalpena Industries Limited

A.B.Chakrabartty
Company Secretary

KALPENA INDUSTRIES LIMITED
2B, PRETORIA STREET, KOLKATA – 700 071
Phone : 033 2282 3744 /45, Fax :- 033 2282 3739
E Mail :- Kolkata@kalpena.co.in
CIN :- L19202WB1985PLC039431

ATTENDENCE SLIP

Registered Folio/DP ID & Client No.:.....No. of Shares held:.....

I hereby record my presence at the 29th Annual General Meeting of the Company being held at Gyan Manch Auditorium, 11, Pretoria Street, Kolkata – 700 071 on Friday, the 26th September, 2014 at 04:00 P.M. and at any adjournment thereof.

Member's Name

Proxy's Name

Member's / Proxy's Signature

Notes:-

1. A Member / Proxy holder attending the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed. Joint holders may obtain additional attendance slip on request.
2. Physical copy of Annual Report for 2013-14 and the notice of the Annual General Meeting inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all members in the permitted mode. A Member / Proxy holder attending the meeting should bring copy of Annual Report for reference at the meeting.

KALPENA INDUSTRIES LIMITED
2B, PRETORIA STREET, KOLKATA – 700 071
Phone : 033 2282 3744 /45, Fax :- 033 2282 3739
E Mail :- Kolkata@kalpena.co.in
CIN :- L19202WB1985PLC039431

E – VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

KALPENA INDUSTRIES LIMITED
2B, PRETORIA STREET, KOLKATA – 700 071
Phone : 033 2282 3744 /45, Fax :- 033 2282 3739
E Mail :- Kolkata@kalpena.co.in
CIN :- L19202WB1985PLC039431

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:

E-mail Id:
Signature: or failing him

2. Name: Address:

E-mail Id: Signature:
..... or failing him

3. Name: Address:

E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Friday the 26th day of September, 2014 at 04:00 p.m. at Gyan Manch, 11 Pretoria Street, Kolkata – 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
<u>ORDINARY BUSINESS:</u>			
1	To adopt the Audited Balance Sheet as at 31 st March, 2014 and 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 31 st March, 2014.		
3	To appoint a Director in place of Mr. Rajesh Kumar Kothari (DIN – 02168932), who retires by rotation and being eligible, offers himself for reappointment.		
4	To re-appoint M/s. B.Mukherjee & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.		
<u>SPECIAL BUSINESS:</u>			
5	Appointment of Mr. Nirmalendu Guha as an Independent Director of the Company under Section 149 of the Companies Act, 2013, for five consecutive years , with effect from 1 st April, 2014 upto 31 st March, 2019.		
6	To pass Ordinary Resolution under Section 148 of the Companies Act, 2013 for fixing the remuneration of the Cost Auditor, D.Sabyasachi & Co., for the financial year 2014-15.		
7	To pass Ordinary Resolution under section 61 of the Companies Act, 2013 for sub-division of each equity share of the Company of face value of Rs. 10 each into five equity shares of face value of Rs. 2 each.		
8	To pass Ordinary Resolution under section 13, 61 of the Companies Act, 2013 for amendment of clause ‘V’ of Memorandum of Association of the Company .		
9	To pass Special Resolution under section 180(1) (c) of the Companies Act, 2013 for exercising borrowing power of the Company for an amount not exceeding Rs. 2000 Crores.		
10	To pass Special Resolution under section 180(1) (a) of the Companies Act, 2013 for creation of charge on the assets of the Company for an amount not exceeding Rs. 2000 Crores.		

Signed this ----- day of -----2014

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 29th Annual General Meeting of the Company.
3. It is optional to put ‘✓’ in the appropriate column against the Resolutions indicated in the Box. If you leave the, ‘For’ or ‘Against’ column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above Box before submission.

