



# 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

## POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

Serial No. :

(1) Name(s) of Shareholder(s) :  
(including joint-holders, if any)

(2) Registered Address of the sole / :  
First named Shareholder

(3) Registered Folio No.\* / :  
DP ID No. / Client ID No.\*\*

(4) No. of shares held :

(5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated 9<sup>th</sup> January, 2015 of the Company by conveying / sending my/our assent / dissent to the said Special Resolution by placing tick(✓) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution under Section 13 (2) & (3) of the Companies Act, 2013, authorizing the Board of Directors to change the Name of the Company from <b>KALPENIA INDUSTRIES LIMITED to KKALPANA INDUSTRIES (INDIA) LIMITED</b> subject to approval of the Central Government.			

Place :

Date : \_\_\_\_\_  
(Signature of the Shareholder)

\* Applicable to the shareholder(s) holding shares in physical form.

\*\* Applicable to shareholder(s) holding shares in dematerialized form.

EVEN (E Voting Event Number)	User ID	Password / PIN



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## POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for consent of the members of the Company for the proposed special resolution under Section 13 of the Companies Act, 2013, appended herein below through Postal Ballot relating to change of name of the Company from **Kalpena Industries Limited to KKALPANA INDUSTRIES (INDIA) LIMITED** and making consequent changes in the Memorandum and Articles of Association of the Company. The Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons for such special resolution is also appended hereunder for your consideration.

The Board of Directors has appointed Mr. Ashok Kumar Daga (Membership No. FCS 2699), Practicing Company Secretary, Kolkata, as the Scrutinizer for conducting the Postal Ballot and electronic voting process thereto in accordance with the Act and Rules made there under, in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and send the said Postal Ballot Form (no other Form or photo copy is permitted) duly completed and signed with the assent (for) or dissent (against), in the enclosed self-addressed business reply envelop so as to reach the Scrutinizer not later than close of working hours on Monday, the 16<sup>th</sup> February, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Members.

The Scrutinizer will submit his report to Shri Narendra Suranna, (DIN-00060127), Chairman & Managing Director after completion of the scrutiny of the Postal Ballots and e-voting. The results thereof will be announced on Wednesday, the 18<sup>th</sup> Day of February, 2015 at 11.00 A.M. at the Registered Office of the Company at 2B, Pretoria Street, Kolkata 700 071 and the said date of declaration of result will be taken to be the date of passing of the Resolution. The result will also be communicated to the Stock Exchanges (BSE & CSE) where the shares of the Company are listed, and subsequently published in the newspapers.

Members may note that as required under Clause 35B of the Listing Agreement and the applicable rules under the Companies Act, 2013, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility through Postal Ballot as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

### SPECIAL BUSINESS

#### ITEM NO. 01.

#### AS A SPECIAL RESOLUTION

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

**'RESOLVED THAT** pursuant to the provisions of Section 4(4), 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) read with Companies (Incorporation) Rules, 2014, and subject to such other consents, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby given for changing the name of the Company from **KALPENIA INDUSTRIES LIMITED to "KKALPANA INDUSTRIES (INDIA) LIMITED"**.

**'RESOLVED FURTHER THAT** the name of the Company **KALPENIA INDUSTRIES LIMITED** wherever it appears in the Memorandum and Articles of Association of the Company, be substituted by the new name, from the date it becomes legally effective".

**'RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to this resolution".

By Order of the Board  
For Kalpena Industries Limited

A. B. Chakrabarty  
(Membership no. - FCS-7184)  
(Company Secretary)

Place: Kolkata  
Date: 9th January, 2015

P.T.O.

Notes:

- Statement pursuant to Section 102 of the Companies Act, 2013, setting out all the material facts and reasons for the proposed Special Resolution is annexed hereto.
- Notice is being sent to all the Members, whose names appear on the Register of Members / Records of Depositories as on 09.01.2015.
- As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in West Bengal.
- In cases where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form.
- Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 09.01.2015.
- The Board of Directors has appointed Mr. Narrindra Suranna, (DIN-00060127), Managing Director and Mr. A. B. Chakrabarty, (FCS-7184), Company Secretary of the Company as persons responsible for the entire Postal Ballot Process.
- Documents, if any, are open for inspection at the registered office of the Company between 10.00 a.m and 1.00 p.m on all working days(except Saturdays, Sundays and Public Holidays) up to the date of announcement of result of Postal Ballot.
- The instructions for e-voting are as under:
  - (A) In case of Members receiving e-mail from NSDL:**
    - Open e-mail and the attached PDF file titled "Kalpena Industries Limited e-voting.PDF" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User ID" and "Password for e-voting". For Members who have not registered their e-mail ids, please refer to User ID and password printed on the Postal Ballot Form.
    - Please note that the password is an initial password.
    - Open internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
    - Click on "Shareholder" "Login".
    - Type in your User ID and password as initial password as mentioned in step (i) above and click Login.
    - Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof.
    - Please note your new password. It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential.
    - Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
    - Select "E-VEN" of Kalpena Industries India Limited for casting your vote.
    - You are now ready for "e-voting" as "Cast Vote" page opens. The e-voting period commences on January 17, 2015 at 00:00 hrs and ends on February 16, 2015 at 17:00 hrs.
    - Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once voted on the resolution, you will not be allowed to modify your vote.
    - Institutional Members (other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc., together with an attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email on [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (B) In case of Members receiving Postal Ballot Form by Post:**
    - Initial password is provided as below at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	User ID	Password / PIN

- Please follow all the steps from the Sl. No. (iii) to (vii) in 8(A) above, to cast vote.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available at the "Downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at 022-2499 4600.
- In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- Members who have registered their e-mail ID are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <http://www.evoting.nsdl.com> or seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agents namely, CB Management Services Private Limited, P-22, Bondel Road, Kolkata 700 015, fill in the details and send the same to the Scrutinizer.
- Members can opt for only one mode of voting i.e. either by Physical Ballot or E-voting. However, in case a Member has voted both through physical as well as E-voting, then voting done through valid Physical Ballot shall prevail and voting done by E-voting will be treated as invalid.

**ANNEXURE TO NOTICE**

**Statement pursuant to Section 102 of the Companies Act, 2013.**  
The Board of Directors of the Company, at its meeting held on 14<sup>th</sup> November, 2014, passed resolution for change of name of the Company from **KALPENIA INDUSTRIES LIMITED** to **KKALPANA INDUSTRIES (INDIA) LIMITED**, subject, however, to the approval of the shareholders and concerned statutory authorities. Accordingly, the Company had applied on line to Registrar of Companies, West Bengal, for availability of new name. The Registrar of Companies also communicated on line on 6<sup>th</sup> January, 2015, intimating the Company of the availability of the new name.

The Board has recommended the name taking into consideration the Numerology Factor. Further your directors are of the opinion that, the new name will be more effective for company's growth prospects as compared to its present name.

In accordance with Sections 4(4) and 13 of the Companies Act, 2013, special resolution is required to be passed by the shareholders for change of name.

The special resolution, being item no.1 in the Postal Ballot Notice, is intended for the purpose. The Board of Directors recommends the above special resolution for approval of the Members.

The Hard Copy of the online Communication made by ROC to the Company on 06<sup>th</sup> January, 2015, is open for inspection, to the shareholders at the registered office of the Company between 10.00 a.m and 1.00 p.m on all working days(except Saturdays, Sundays and Public Holidays) up to the date of announcement of result of Postal Ballot.

**Memorandum of Interest:** - None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their of respective shareholdings in the Company. The Proposed Special Business does not relate to or effect any other company (financial or otherwise).

By Order of the Board  
For Kalpena Industries Limited

**A. B. Chakrabarty**  
(Membership no. - FCS-7184)  
(Company Secretary)

Place: Kolkata  
Date: 9th January, 2015

**INSTRUCTIONS**

- Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
- Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board/Committee of Directors of the Company.
- The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
- Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
- Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of Working hours (5.00 pm) on 16<sup>th</sup> February, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
- In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
- A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of Working hours (5.00 pm) on 16<sup>th</sup> February, 2015.
- The exercise of vote through Postal Ballot is not permitted through a proxy.
- Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium's like pencil).
- Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 09<sup>th</sup> January, 2015.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepared envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
- The Scrutinizer's decision on the validity of the Postal Ballot will be final.
- The Company is pleased to provide e voting facility as an alternative, to all the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure for e-voting as well as voting by postal ballot has been set out in note 8(A) and 8(B) respectively, in the Notes to the Postal Ballot Notice.