

NOTICE IS HEREBY GIVEN that the **Thirty- Second Annual General Meeting** of the Members of Kitply Industries Limited will be held on **Wednesday, the 30th day of December, 2015** at **10:30 a.m.** at the Registered Office of the Company at Makum Pathar, A.T. Road, Margherita – 786181 (Assam) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31.03.2015 including the Balance Sheet as on 31st March, 2015, the Statement of Profit and Loss for the Financial Year ended on that date, Cash Flow Statement for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director Mr. Pawan Kumar Goenka (DIN NO. 00090809), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the AGM held in the year 2019 and to fix their remuneration and to pass the following resolution as Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the Annual General Meeting held on 30th December, 2014, the appointment of M/s S. MANDAL & Co., Chartered Accountants, (Registration No.- 314188E), as statutory auditors of the Company for a term of five years, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of 33rd AGM to be held in the Year 2016 at such remuneration plus service tax etc., as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and Section 161 and other applicable provisions , if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with listing agreement Ms. Gigyasa Agrawal (DIN 07142988), who was appointed as an Additional Director of the Company effective from 30th March,2015 by the Board of Directors and who holds office until the date of the ensuing Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing her candidature, be and is hereby appointed as a Director of the Company (liable to retire by rotation)”

**Registered Office:
Makum Pathar, A.T. Road,
Margherita-786181, Assam**

**By Order of the Board
FOR KITPLY INDUSTRIES LIMITED**

Dated : 05/12/2015

**GIGYASA AGRAWAL
Company Secretary
ACS- A36336**

NOTES:

1. **A member entitled to attend and vote is entitled to appoint proxy(s) to attend and vote instead of himself and proxy(s) need not be a member of the company. Proxy(s) in order to be effective must be lodged with the company not less than 48 hours before the time for holding the meeting.**
2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
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. Brief resume of Directors including those proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter- se are annexed hereto.
5. A Statement pursuant to Section (102) of the Companies Act, 2013, relating to special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and statement is open for inspection by the members at the registered office of the company on all working days, except Saturdays, during business hours upto to the date of the Meeting.
9. The Register of Members and Share Transfer Books shall be closed from Thursday 24/12/2015 to Thursday 30/12/2015 (both day inclusive).
10. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
11. 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 physical form can submit their PAN to the Company.

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12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. In accordance with the provisions of Section 101 and Section 136 of the companies act 2013 read with relevant rules made there under as well as clause 32 of the listing agreement executed with the stock exchanges, companies can serve copy of the Annual Report and this notice, inter-alia, indication the process and manner of remote e-voting along with attendance slip and proxy form through electronic mode to those members who have registered their e- mail address with the company or depository participant, unless a member has requested for a hard copy of the same. For members who have not registered their e- mail addresses, physical copies of the Annual Report and this notice inter alia indication the process and manner of remote e- voting along with the attendance slip and proxy form will be sent to them in the permitted mode.

The notice of AGM and copies of audited balance sheet, board's report, auditor's report will also be displayed on the website (www.kitply.com) of the company. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the company quoting their folio numbers.

14. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- I. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- II. The remote e-voting period commences on 26th December, 2015 (10:00 am)

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and ends on 29th December, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd December, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

III. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the 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) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Kitply Industries Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-

mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VI. 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).

VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd December, 2015.

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd December, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

15. Mr. Mohan Ram Goenka, Practising Company Secretary(CP No. 2551), Partner M/s. M.R.& Associates, Company Secretaries has been appointed as the Scrutinizer for

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providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

16. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.kitply.com, and on the website of NSDL viz www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to all the Stock Exchange(s), where the shares of the company are listed.
18. The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on the cut-off date (record date) of 23RD December, 2015.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
("THE ACT")

Item no. 4 :

Ms. Gigyasa Agrawal (DIN NO. 07142988) was appointed as an Additional Directors of the company by the Board of Directors on 30th March, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and she holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notices under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Gigyasa Agrawal (DIN NO. 07142988) for the office of the Director of the company under the provisions of the Companies Act, 2013. The Board of Directors recommends the resolution set out in Item no. 4 of the accompanying Notice for approval of the Members.

Ms. Gigyasa Agrawal (DIN NO. 07142988) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

Ms Gigyasa Agrawal, (DIN NO. 07142988) Company Secretary (KMP) and Director being concerned, is deemed to be interested in the resolutions.

Except above, None of the other Directors or Key Managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions

None of the Directors of the Company, except Ms. Gigyasa Agrawal, (DIN NO. 07142988) are in any way concerned or interested in this resolution.

Registered Office :
Makum Pathar, A.T. Road,
Margherita-786181, Assam

By Order of the Board
FOR KITPLY INDUSTRIES LIMITED

Dated : 05/12/2015

GIGYASA AGRAWAL
Company Secretary
ACS A36336

Details of Directors Seeking Appointment and Re- Appointment in the forthcoming Annual General Meeting

(In Pursuance of Clause 49(VIII)(E) of the Listing Agreement)

Particulars	Date of Birth	Date of Appointment	Qualifications	Resume	No. of Equity Shares held	Expertise in specific functional areas	Chairman/Director of other Companies (excluding foreign Companies)	Chairman/Member of Committees of the Boards of Companies of which he is Director (excluding private and foreign companies)
Mr. Pawan Kumar Goenka	07/09/1953	01/09/2014	B.Com	Having more than 36 years of experience in the world of Business and Finance. Have been instrumental in overall functioning of the company.	334061	Accounts & Finance	1. Ritspon Synthetics Ltd 2. Hanuman Plantations Ltd 3. Assam Poloj Tea Plantation Pvt Ltd	Nil

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Ms. Gigyas Agrawal	16/06/1989	30/03/2015	CS, MCOM, LLB	She is a professionally qualified. She brings a very different perspective in analyzing the various opportunities	NIL	Accounts Law & Finance	NIL	NIL