

K-LIFESTYLE & INDUSTRIES LIMITED

Registered Office: Plot No.58-A, Danu Udyog Industrial Area, Piperia, Silvassa (U.T.)
CIN : L74999DN1987PLC000035

NOTICE

Notice is hereby given that 27th Annual General Meeting of the Shareholders of *K-LIFESTYLE & INDUSTRIES LIMITED* will be held on Saturday, 19th July, 2014 at 11:30 A.M. at 65, Krishna Nagar, Samarvani, Silvassa, (U.T.), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To re-appoint M/s. A. F. Khasgiwala & Co., Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration and in this regard 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 139 (2) and 142(1) of the Companies Act, 2013, M/s. A. F. Khasgiwala & Co., Chartered Accountants (Membership No. 006491, Firm Registration No. 105114W) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three (3) years subject to ratification by members at every Annual General Meeting commencing from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

3. To appoint Shri Narayan Ghumatkar (DIN:01717979) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Narayan Ghumatkar (DIN:01717979), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fix term of 5 (five) consecutive years from 19th July, 2014 to 18th July, 2019.”

4. To appoint Shri Pritam Singh Pritam (DIN: 00048978) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement , Shri Pritam Singh Pritam (DIN:00048978), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fix term of 5 (five) consecutive years from 19th July, 2014 to 18th July, 2019.”

5. To appoint Shri Farindra Bihari Rai (DIN: 00780521), as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement , Shri Farindra Bihari Rai (DIN: 00780521), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fix term of 5 (five) consecutive years from 19th July, 2014 to 18th July, 2019.”

6. To appoint Shri Shivprasad Shrivastav (DIN: 01455458) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement , Shri Shivprasad Shrivastav (DIN: 01455458), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fix term of 5 (five) consecutive years from 19th July, 2014 to 18th July, 2019.”

7. To appoint Shri Kulwinder Kumar Nayyar (DIN: 02125734), as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for

the time being in force) and clause 49 of Listing Agreement , Shri Kulwinder Kumar Nayyar (DIN: 02125734), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold for a fix term of 5 (five) consecutive years from 19th July, 2014 to 18th July, 2019.”

8. To appoint Shri Dileep Shankar Kapre (DIN: 03206001), as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of Listing Agreement , Shri Dileep Shankar Kapre (DIN: 03206001), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fix term of 5 (five) consecutive years from 19th July, 2014 to 18th July, 2019.”

9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:-

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business is annexed hereto under item No. 5, 6, 7, 8 and 9 forms an integral part of this Notice.
2. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON (WHETHER A SHAREHOLDER OR NOT) AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND SHALL BE ENTITLED TO VOTE ONLY UPON A POLL.**
3. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular no. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
4. The instrument(s) appointing the Proxy, if any, shall be delivered at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Meeting and the instrument of proxy shall be treated as invalid in case of default.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 17th July, 2014 to 19th July, 2014 (both days inclusive) to comply with Annual Book Closure requirements.
6. Members desiring any information on the Annual Accounts of the Company for the year ended 31st March, 2014 are requested to write to the Company at its Administrative Office Address at least 7 days in advance of the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.
7. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio. Members are requested to immediately notify any change in their registered address specifying full address with Pin Code Number and quoting their Registered Folio Number to the Company.
8. All documents and agreements referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 10:00 A.M and 1:00 P.M. up to the date of Annual General Meeting.
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 to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

12. Electronic copy of the Notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. In terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to enable the shareholders to cast their votes electronically.
- These e-voting instructions are being sent to you as your name appears in the Register of Members as on Monday, 23rd June, 2014, being the cut-off date/entitlement date, fixed by the Board of Directors of the Company to identify the Members who are entitled to receive the copies of the Notice of Thirty Second Annual General Meeting together with the Annual Report and to participate through e-voting.

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:-

- 1) Log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" tab.
- 3) Now, select the Electronic Voting Sequence Number - "EVSN" along with "K-LIFESTYLE & INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT".
- 4) Now Enter your User ID [For CDSL: 16 digits beneficiary ID, For National Securities Depository Limited ("NSDL"): 8 Character DP ID followed by 8 Digits Client ID], Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below: Fill up the following details in the appropriate boxes:

		For Members holding shares in Demat Form / Physical Form
PAN*		Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB#		Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Details#	Bank	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- * Members who have not updated their PAN with the Company/Depository Participant are requested to use the ----- in the PAN field.
- # Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the **DD/MM/YYYY** in the Date of Birth details field. Alternately please enter ----- in the Dividend Bank details field.
- 6) After entering these details appropriately, click on "SUBMIT" tab.
 - 7) Members holding shares in physical form will then reach directly to the EVSN 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.
 - 8) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in the Notice convening AGM.
 - 9) Click on the relevant EVSN on which you choose to vote.
 - 10) 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.
 - 11) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - 12) After selecting the Resolution you have decided 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.
 - 13) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
 - 14) The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on cut-off date/entitlement date.
 - 15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - 16) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code then click on Forgot Password & enter the details as prompted by the system.
 - 17) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution which they have issued in favour of the Authorised Person, if any, in PDF format in the system for the scrutinizer to verify the same.

- 18) The e-voting period begins on Sunday, 13th July, 2014 at 9:00 a.m. and shall end on Tuesday, 15th July, 2014 at 6:00 p.m., both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 23rd June, 2014 being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 19) The e-voting facility is being offered as an alternate to all the Members to enable them to exercise their right to vote by electronic means. The Members who do not opt to exercise their right to vote by electronic means or who do not have access to e-voting facility, may exercise their right to vote at Annual General Meeting, in the manner prescribed under Section 107 of the Companies Act, 2013. The Members who opted to cast their vote by electronic means cannot participate in voting at Annual General Meeting. If any Member opted to cast his vote by electronic means and also participates in voting at Annual General Meeting then voting done by electronic means shall be treated as valid and the vote casted at Annual General Meeting shall be treated as if the Member has not participated in voting at Annual General Meeting.
- 20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available on www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. The shareholders can also write to Mr. Dinesh Kumar, Company Secretary of the Company, at klifestyle.industries@gmail.com
- 21) The Notice of Annual General Meeting is placed on the website of CDSL viz. www.cdslindia.com.
- 22) Dr. Shubh Karan Jain, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.
- 23) The result of the e-voting shall be declared by any one of the Directors or Company Secretary or any other person authorised by the Board at the Annual General Meeting and the results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.kslindustries.com and also on the website of CDSL viz. www.cdslindia.com.

For and on Behalf of the Board of Directors

Place : Mumbai
Date : 30th May, 2014

Sd/-
S.P. Jolly
Chairman & Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

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

ITEM NO. 3:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Shri Narayan Ghumatkar as an Additional Director of the Company with effect from February 20, 2014

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri Narayan Ghumatkar would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a Notice along with requisite deposit amount from a Member under Section 160 of the Act signifying his intention to propose the candidature of Shri Narayan Ghumatkar for the Office of the Director of the Company.

Shri Narayan Ghumatkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri Narayan Ghumatkar has done his Graduation in Commerce. He has more than 20 years of experience of working in the Textile Industry. Shri Narayan Ghumatkar possesses appropriate skills, experience and knowledge, inter alia, in the field of textile industries. Keeping in view his vast expertise and knowledge, it will be in the interest of the company that Shri Narayan Ghumatkar is appointed as an Independent Director.

The Board recommends by passing of this Resolution. None of the Directors, except Shri Narayan Ghumatkar, are interested in this Resolution.

ITEM NO. 4 to 8:

In accordance with the relevant provisions of the Companies Act, 1956, Shri Farindra Bihari Rai, Shri Pritam Singh Pritam, Shri Shivprasad Shrivastav, Shri Kulwinder Kumar Nayyar and Shri Dileep Shankar Kapre, Independent Directors were appointed/re-appointed by the Members of the Company in the 27th AGM held on 19th July, 2013. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company

Shri Shivprasad Shrivastav, Shri Kulwinder Kumar Nayyar will retire by rotation at the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Farindra Bihari Rai, Shri Pritam Singh Pritam, Shri Shivprasad Shrivastav, Shri Kulwinder Kumar Nayyar and Shri Dileep Shankar Kapre being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, It is therefore proposed to appoint Shri Farindra Bihari Rai, Shri Pritam Singh Pritam, Shri Shivprasad Shrivastav, Shri Kulwinder Kumar Nayyar and Shri Dileep Shankar Kapre as Independent Directors of the Board of the Company for a term upto five consecutive years, up to 18th July, 2019." A brief profile of proposed independent Directors, including nature of their expertise, is provided in this Annual Report.

In the opinion of the board, Shri Farindra Bihari Rai , Shri Pritam Singh Pritam , Shri Shivprasad Shrivastav, Shri Kulwinder Kumar Nayyar and Shri Dileep Shankar Kapre fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, is concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item No 4 to 8 for approval of the Members

ITEM NO. 9:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 as per the following details:

Sr. No.	Name of the Cost Auditor	Industry	Audit Fees (In Rs.)
1.	Mr. Pradip M Damania	Textiles	22,000/-

For and on Behalf of the Board of Directors

Place : Mumbai
Date : 30th May, 2014

Sd/-
S.P Jolly
Chairman & Managing Director