

# K-LIFESTYLE & INDUSTRIES LIMITED

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

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## NOTICE

Notice is hereby given that 29<sup>th</sup> Annual General Meeting of the Shareholders of ***K-LIFESTYLE & INDUSTRIES LIMITED*** will be held on Wednesday, 28<sup>th</sup> September, 2016 at 03:45 P.M at 65, Krishna Nagar, Samarvani, Silvassa, (U.T.), to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Profit and Loss Account for the year ended as on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Manasi Wadkar (DIN: 05309693), who retires by rotation and being eligible, offers herself for re- appointment.
3. To ratify the appointment of M/s. A. F. Khasgiwala & Co., Chartered Accountants (Membership No. 006491, Firm Registration No.105114W) as the Statutory Auditor for the Financial year 2016-17 and 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 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. A. F. Khasgiwala & Co., Chartered Accountants (Membership No. 006491, Firm Registration No. 105114W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS:**

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

4. To appoint Shri Pushendra Pratap Singh (DIN: 06964085) as a 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) , Shri Pushendra Pratap Singh (DIN: 06964085), who was appointed as an Additional Independent Director of the company by the Board of the Directors with effect from 07<sup>th</sup> November 2015, pursuant to the provisions of Section 161 (1) and Article 115 of the Articles of the Association of the company 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 the Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term from 07<sup>th</sup> November 2015 till up to 06<sup>th</sup> September 2020.”

5. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2017 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 Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Company for the financial year ending March 31, 2017, 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 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 and 5 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Directors seeking appointment and reappointment at this Annual General Meeting are annexed hereto.
2. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the Member organization.  
  
A person can act as a proxy on behalf of Members (not exceeding 50 Members) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 a Member
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. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.

6. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday 21<sup>st</sup> September, 2016 to Wednesday 28<sup>th</sup> September, 2016 (both days inclusive).
7. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Universal Capital Securities Private Limited.
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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Universal Capital Securities Pvt. Ltd.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Universal Capital Securities Pvt. Ltd., for consolidation into a single folio.
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. Details under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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.
14. Electronic copy of the Annual Report for 2016 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 2016 is being sent in the permitted mode.
15. Electronic copy of the Notice of the 29<sup>th</sup> 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 29<sup>th</sup> 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.

16. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), 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.
17. These e-voting instructions are being sent to you as your name appears in the Register of Members as on Wednesday, 21<sup>st</sup> September 2016, 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 Twenty Ninth Annual General Meeting together with the Annual Report and to participate through e-voting.

**The instructions for members for voting electronically are as under:**

- (i) The voting period begins on Saturday, 24<sup>th</sup> September at 9.00 A.M and ends on Tuesday, 27<sup>th</sup> September, 2016 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 21<sup>st</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholder
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is</li> </ul> |

|  |   |
|--|---|
|  | Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.   |
| Dividend Bank Details<br><br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **K- Lifestyle & Industries Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) M/s Priyavrat & Associates, Chartered accountant in whole time practice, has been appointed as Scrutinizer, who is in the opinion of the board of the board can Scrutinize the e-voting process in fair and transparent manner

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Saturday, 24<sup>th</sup> September at 9.00 A.M and ends on Tuesday, 27<sup>th</sup> September, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 21<sup>st</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxiii) M/s Priyavrat & Associates, Chartered accountant in whole time practice, has been appointed as Scrutinizer, who is in the opinion of the board of the board can Scrutinize the e-voting process in fair and transparent manner

**For and Behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2016**

**Sd/-**  
**Jaiprakash Mishra**  
**Managing Director**  
**DIN: 07190590**



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

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

### **ITEM NO. 4:**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Shri Pushpendra Pratap Singh as an Additional Independent Director of the Company with effect from November 07<sup>th</sup>, 2016

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri Pushpendra Pratap Singh 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 Pushpendra Pratap Singh for the Office of the Independent Director of the Company.

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

Shri Pushpendra Pratap Singh has done his Graduation in Bachelor of Science and Company secretary from ICSI. He has more than 5 years of experience in handling the Corporate Matters. Keeping in view his vast expertise and knowledge, it will be in the interest of the company that Shri Pushpendra Pratap Singh is appointed as an Independent Director of the Company.

The Board recommends by passing of this Resolution. None of the Directors, except Shri Pushpendra Pratap Singh, are interested in this Resolution.

### **Item No. 5:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of Mr. Pradeep Damani, Cost Accountants as a Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 on a remuneration agreed by the Board.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor 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 item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

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

The Board recommends the Ordinary Resolution set out at Item No 5 of the Notice for approval by the shareholders.

**For and Behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2016**

**Sd/-**  
**Jaiprakash Mishra**  
**Managing Director**  
**DIN: 07190590**



**K - LIFESTYLE & INDUSTRIES LIMITED**

CIN: L74999DN1987PLC000035

Registered Office: Plot no 58-A, Dhanu Udyog Industrial Area, Piperia, Silvassa (UT of D.& N.H)- 396230  
Phone: 0260-3258845 Fax: 022- 24924295 E-mail:klifestyle.industries@gmail.com

**ATTENDANCESLIP**

(To be presented at the entrance)

**29<sup>th</sup> ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 28, 2016 AT 03.45 P.M.**

at 65, Krishna Nagar, Samarvani, Silvassa, (UT of D.& N.H)- 396230

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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**K - LIFESTYLE & INDUSTRIES LIMITED**

CIN: L74999DN1987PLC000035

Registered Office: Plot no 58-A, Dhanu Udyog Industrial Area, Piperia, Silvassa (UT of D.& N.H)- 396230  
Phone: 0260-3258845 Fax: 022- 24924295 E-mail:klifestyle.industries@gmail.com

**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 No. : ..... DP ID No. ....

I / We, being the member(s) of ..... Shares of K- Lifestyle & Industries Limited, hereby appoint

1. Name: ..... E-mail Id: .....  
Address: .....  
..... Signature: .....  
or failing him
2. Name: ..... E-mail Id: .....  
Address: .....  
..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the company to be held on Wednesday, September 28, 2016 at 03.45 P.M at 65, Krishna Nagar, Samarvani, Silvassa, (UT of D.& N.H)- 396230 and at any adjournment thereof in respect of such resolutions as are indicated below:

| RESOLUTION   | FOR | AGAINST |
|--|-----|---------|
| 1. To receive, consider and adopt the Audited profit and loss account for the year ended 31 <sup>st</sup> March, 2016 and the Balance Sheet as on that date together with the reports of directors and Auditors thereon. |     |         |
| 2. To appoint Mrs Manasi Wadkar (DIN:05309693) as a director of the Company.   |     |         |
| 3. To Ratification of Appointment of Statutory Auditor for the financial year 2016-2017 and to fix their remuneration.   |     |         |
| 4. To appoint Shri Pushpendra Pratap Singh (DIN:06964085) as a director.   |     |         |
| 5. To approve the remuneration of Shri pradeep Damani, Cost Auditor for the financial year ending 31 <sup>st</sup> March, 2017.  |     |         |

Signed this ..... day of .....2016

Affix One  
Revenue  
Stamp

.....  
Signature of shareholder

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

**NOTES:**

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. A proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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.
4. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated on the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he /she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.