



NOTICE

NOTICE OF 85TH ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the Eighty Five Annual General Meeting (85th AGM or e-AGM) of Khaitan (India) Limited will be held on **Saturday 24th September, 2022 at 11.30 A.M.** through Video Conferencing ("VC") other Audio Means ("OAVM"), to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunay Krishna Khaitan (DIN: 07585070), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Sandip Chatterjee (DIN: 06875010) as an Independent Director of the Company.

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

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for re-appointment Mr. Sandip Chatterjee (DIN: 06875010), Independent Director of the Company, whose present term to hold office as an "Independent Director" of the Company will expire on April 26, 2023, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an "Independent Director" of the Company not liable to retirement by rotation for a second term of 5 (five) years with effect from April 27, 2023 upto April 26, 2028."

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.

Registered Office:
46-C, J. L. Nehru Road, Kolkata-700071
13th August, 2022

By Order of the Board of Directors
For **Khaitan (India) Limited**
Pradip Halder
Company Secretary and Compliance Officer

Notes:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide Circular no 20/2020,02/2021 and 19/2021 dated 5th May,2020, 13th January, 2021 and 8th December,2021 respectively, and clarification circular No. 21/2021 dated 14th December, 2021, circular No.2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 85th Annual General Meeting of the Company (hereinafter referred to as "AGM") is being conducted through Video Conferencing ("VC") or other Audio Visual Means ("OAVM").
2. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form. Attendance Slip and route map of the AGM are not annexed to this Notice.
3. Corporate members are requested to send to the Company, a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in the AGM through VC/OAVM on its behalf and to vote through remote e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
4. The Register of Members and Share Transfer Books will remain closed from Monday 19th September, 2022 to Saturday 24th September, 2022 (both days inclusive) on account of the Annual General Meeting.
5. Dispatch of Notice of AGM along with Annual Report for the financial year 2021-22, to Shareholders in compliance with the MCA Circulars and SEBI Circulars, the Annual Report including the notice of the e-AGM is being sent only through electronic mode to those members whose email IDs are registered with the Company/registered with the Company/Depository Participant(s) and are holding shares of the Company as on Monday 29th August 2022 being the cut-off date for the purpose. Members may also note that the Annual Report for FY 2021-2022 and the Notice will also be available on the Company's website www.khaitansugar.in, on the website of Stock Exchanges of BSE Limited i.e. www.bseindia.com and National Stock Exchange of India Limited i.e. www.nseindia.com.
6. The Explanatory Statement pursuant to Section 102 of the Companies ACT, 2013 which sets out details, relating to Special Business at the meeting is annexed hereto.
7. Shareholders are requested to update their Bank account details with their Depository Participant, if they are holding the shares in Demat and RTA in case they are holding the shares physically. In this connection, the Company has already issued reminders to all shareholders, who have not update their PAN and Bank account details of first and sole shareholder of the Company. Once again, the members are advised to update the details with RTA.
8. Further, the Company draws your attention to the notification issued by SEBI dated June 8, 2018 and the press release dated 3rd December 2018 amending Regulation 40 of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 Pursuant to the amended provision, any request for effecting transfer of shares in physical form shall not be processed except in case of transmission or transposition of shares unless the shares are held in demat form. Hence, the Company/Registrar and Share transfer Agent would not be in position to accept/process the requests for transfer of shares held in physical form with effect 01-04-2019. Therefore, the company advises you to take immediate steps for dematerializing your shareholding in the Company. Holding of shares in dematerialized form offers lots of benefits like enhanced security, ease of handling, faster transfers and eliminating deliveries. In view of the above, in order to ensure that you are able to deal in shares hassle-free, kindly take steps for dematerializing the shares at the earliest.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in Securities Market, member holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depositor Participants with whom they are demat account. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Shares Transfer Agents.
10. Pursuant to Section 72 of the Companies Act, 2013. Member holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participants(s).
11. Disclosure pursuant to Regulation 36(3) of SEBI (LORD) Regulation, 2015 and Secretarial Standard-2(SS-2) with respect to the Directors seeking re-appointment at the forthcoming Annual General Meeting is appended to the Notice.
12. In compliance with the aforesaid MCA Circular and SEBI circular dated May12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company at <https://www.khaitansugar.in> The Notice can also be accessed from the website of the Stock Exchange i.e. www.evotingindia.com
13. The Register of Directors' and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail requesting for inspection of the Registers.

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14. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Companies Act, 2013.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice. Voting through Electronic means Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 8, 2020, April 13, 2020 the Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting on the date of the AGM through VC or OAVM will be provided by CDSL.
16. The instructions of Shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, 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 ("remote e-voting") from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL)

- (i) The remote e-voting period commences on Wednesday 21st September, 2022 at 9.00 AM and ends on Friday 23rd September, 2022 at 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 Saturday 17th September, 2022 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi 2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK as per information provided by issuer/Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-Voting service provider's site directly.

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OPT on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Provider.
Individual Shareholders holding securities in Demat mode with NSDL	1) If you are registered for NSDL IDeAS facility, visit the e-service website of NSDL. Open web browser by typing the following URL https://e-services.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched. Click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting service. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL. https://www.evoting.nsdl.com /either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched. Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password /OPT and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no: 1800 1020 990 and 1800 22 44 30

**NOTES: (cont)**

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders

- (i) Shareholders who have already vote prior to the meeting date would not be entitled to vote through e-voting provided during VC/OAVM
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" module to cast your votes
- (iv) Now Enter your User ID.

Details	For Members holding shares in Demat Form	For Members holding shares in Physical Form
Form User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID for CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

- (v) Then enter the Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and vote on an earlier voting of any
- (vii) If you are area first time user follow the steps given below:

Details	For Shareholders holding shares in Demat Form other than Individual and Physical Form
PAN	Enter your 10 digit alpha numeric PAN issued by income Tax Department (Applicable for both Demat shareholder as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in the e-mail communication in the PAN field sent by Company/RTA or contact Company/RTA
Dividend Bank Details of DOB	Enter the Dividend Bank Details or 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 order to login. 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 (v)

- (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, 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 to be also used by the demat holders for voting for Resolution 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.
- (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 relevant Company Name i.e. Khaitan (India) 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 YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish the entire Resolution.
- (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 print of the vote cast by clicking on "Click here to print" option on the voting page.
- (xvii) If a demat account holder has forgotten the login 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) If you are registered for CDSL's EASI/EASIEST e-service, you can login at <http://www.cdslindia.com> from Login -MYeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-service, click one-Voting option and proceed directly to cast your vote electronically.

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- (xix) 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, iPhone and windows phone users can download the app from the App Store and the Windows Phone Stores respectively.
- (xx) Institutional shareholders (i.e. other than individuals HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- (a) A scanned copy of the Registration Form bearing the stamp and signature of the entity should be e-mailed to helpdesk.evoting@cdslindia.com
 - (b) 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 and on approval of the accounts they would be able to cast their vote.
 - (c) A scanned copy of the Board Resolution and Power of Attorney (POA) which they issued in favour of the Custodian, If any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (d) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. Together with attested specimen signature of the duly authorized signatory who are authorized signatory who are authorized to vote, to the Scrutinizer (amithmchoraria@gmail.com) and to the RTA (mdpldc@yahoo.com), if they have vote from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) If you have any queries or issues regarding attending AGM & e-voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section of write an email to helpdesk.evoting@cdslindia.com
- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Manager, (CDSL) Central Depository Service (India) Limited. A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg. Lower Parel (East), Mumbai - 400013 or sent an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

1. For Physical shareholders: Members are requested to directly register their email id / update their PAN by visiting the link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd as given below:
Link for email registration -<https://mdpl.in/>
For Demat shareholders: Register/update through respective Depository Participants (DPs) (Any such updating effected by the DPs will automatically reflect in the Company's subsequent records)
17. Instructions for shareholders attending the AGM through VC/OAVM are as under :
 1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://evotaingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 2. Shareholders are encouraged to join the Meeting through Laptops/Desktop/I Pads for better experience.
 3. Further, shareholders will be required to allow Camera and use internet with a good speed to avoid disturbance during the meeting.
 4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio /Video loss fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional investors, Director, Key Managerial Personnel, the Chairpersons of the Audit Committee. Nomination and Remuneration Committee and Stakeholders Relationship Committee. Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 6. Shareholders who would like to express their view/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at kilsugar@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name , demat account number/folio number, email id, mobile at kilsugar@gmail.com please mention the email id of the Company.
18. Instructions for shareholders for e-voting during the AGM are as under:
 - 1) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting



NOTES: (cont)

- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting
- 3) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name. Demat account number/folio number; email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name. Demat account number/folio number; email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

19. General Guidelines for Shareholders:

- a) The remote e-voting period commences on Wednesday 21st September, 2022 at 9.00 AM and ends on Friday 23rd September, 2022 at 5.00 PM. 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 in the general meeting. The remote e-voting module shall be blocked by CDSL for e-voting thereafter, once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) After dispatch of the notice, any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e. Monday 22nd August 2022 may obtain the login ID and password by sending an email to mdpldc@yahoo.com or helpdesk evoting@cdslindia.com by mentioning their Folio No./DP. ID No. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- c) The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off i.e. Saturday 17th September, 2022
- d) Mr. Amit Choraria, Proprietor M/s. Amit Choraria & Co., Chartered Accountants, (Membership No. 066838) Kolkata, has been appointed as Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- e) The Scrutinizer shall, immediately after the conclusion of voting in the Annual General Meeting held through VC/OAVM, will first count the votes cast in 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 two days after the conclusion of the AGM, a consolidate scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.khaitansugar.in website of CDSL www.evotingindia.com and also forward the same to The National Stock Exchange of India Limited simultaneously, where the Company's shares are listed.

NOTES: (cont)**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is given below:

Mr. Sandip Chatterjee has been appointed as an "Independent Director" of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, vide resolution passed by the Members at their 81st Annual General Meeting held on September 28, 2018. In terms of the said resolution, Mr. Sandip Chatterjee holds office with effect from April 27, 2018, upto April 26, 2023.

Pursuant to the recommendation of the Nomination and Remuneration Committee made at its Meeting held on August 13, 2022, the Board of Directors of the Company, at its Meeting held on the same day, i.e., on August 13, 2022, has approved re-appointment of Mr. Sandip Chatterjee, as "Independent Directors" of the Company for a second term of 5 (five) years, i.e., with effect from April 27, 2023 upto April 26, 2028, based on his skills, experience, knowledge and positive outcome of performance evaluation during the current term, subject to approval of the Shareholders.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sandip Chatterjee fulfill the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their re-appointment as "Independent Directors" of the Company for a second term and are independent of the Management.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sandip Chatterjee, possess the requisite skills and capabilities required for the role of Independent Directors of the Company, considering their rich qualifications, experience and expertise as mentioned in their Brief Profiles provided hereunder

In conformity with the Company's Nomination and Remuneration Policy, Mr. Sandip Chatterjee will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership is held, as may be approved by the Board of Directors, reimbursement of expenses for participation in the meetings and also commission on annual basis of such sum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Shareholders, subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder. The details of remuneration paid to Independent Directors shall be disclosed as a part of the Annual Report.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Sandip Chatterjee, confirming that they meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consents from Mr. Sandip Chatterjee, to be re-appointed as "Independent Directors" in terms of Section 152 of the Companies Act, 2013 and a declaration that they are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors recommends the Special Resolutions at Item No. 3 for approval of the Members by way of Special Resolution.

Brief Profile of Mr. Sandip Chatterjee

Mr. Sandip Chatterjee is resident of India hold directorship with KHAITAN (INDIA) LIMITED, is registered with the Ministry of Corporate Affairs (MCA), bearing DIN: 06875010. He is staying in Howrah, West Bengal, India. He is Commerce graduate, more than 31 years of experience in capital market and Business administration. Sandip Chatterjee is currently associated with 13 Companies and is director with Silverpoint Infratech Limited, Bluemotion Media Private Limited, Topflow Infratech Private Limited, Fastspeed Impex Private Limited, Topflow Vincom Private Limited, Sheshmahal Infra Engineering And Power Private Limited, Topflow Highrise Private Limited, Moonstar Highrise Private Limited, Topflow Computech Private Limited, Topflow Financial Consultant Private Limited, Nextel Vinimay Private Limited, Fastspeed Industries Private Limited.

The details of the Director seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided as under:



NOTES: (cont)

Name of Director	SUNAY KRISHNA KHAITAN	SANDIP CHATTERJEE
Date of Birth (Age in years)	09/12/1991 (30 yrs.)	20-05-1963 (59 yrs.)
Date of Appointment	12/11/2016	27-04-2018
Expertise in specific functional area (Experience in year)	6 years in Marketing of Fans and Electrical appliances.	More than 31 years of Experience in capital market and Business administration.
Qualification	BSC (Economics & Finance)	B.A. (Hons.) and M.A.
Shareholding in the Company (either personally or on beneficial basis)	292079	NIL
List of other Public Limited Companies in which Directorship held	Khaitan Lefin Limited	1. Silverpoint Infratech Ltd. 2. Ojas Cottages Ltd.
Chairman/ Member of the Committees of the Board across all Public Companies in which he is a Director	NIL	NIL
Chairman/ Member of the Committees of the Board of the Company	Audit Committee (Member) Shareholder Relationship Committee (Member)	Audit Committee (Member) Nomination and Remuneration Committee (Member) Shareholder Relationship Committee (Member)
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	N.A.	N.A.
Terms and Conditions of appointment/re-appointment	Reappointment pursuant to retire by rotation	-Being Independent Directors for a period 5 years -Being Independent Directors, entitled to sitting fees only
Remuneration sought to be paid/ last drawn	Details as per Annexure V of the Director's Report	Details as per Annexure - V of the Director's Report
Number of Board Meeting attended during the year	7 nos. of BM	7 nos. of BM