

khaitan[®] (India) Limited

CIN: L10000WB1936PLC008775

46 C, J.L. Nehru Road, Everest House, 20th floor, Kolkata - 700 071. West Bengal.

NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Eighty-Eighth (88th) Annual General Meeting of Khaitan (India) Limited will be held on Thursday, 25th September 2025 at 11:30 A.M. through Video-Conferencing ("VC") or other Audio Visual means ("OAVM") which shall be deemed to be held at the Registered Office of the Company 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 2025 together with the report of the Auditors and directors thereon.

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby received, considered, approved and adopted."

2. Re-appointment of Statutory Auditor

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/S K.C. Bhattacharjee & Paul, Chartered Accountants (Firm Registration No. 303026E), who have completed their existing term as Statutory Auditor of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company for a further term of five consecutive financial years commencing from the conclusion of this Annual General Meeting until the conclusion of the 93rd Annual General Meeting, at such remuneration plus applicable taxes, out-of-pocket expenses and other charges as may be fixed by the Board of Directors in consultation with the Auditor."

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditor for five (5) financial years from financial year 2025–26 to financial year 2029–30

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other applicable rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Purushothaman Velayudhan Rajeev, Proprietor of V.P. Rajeev & Associates (Membership No. F 10208, COP No. 14032), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from financial year 2025–26 up to and including financial year 2029–30, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Auditor for each year of audit."

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

4. Regularization of Appointment of Mrs. Pooja Kalanouria (DIN:09056683) as Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Pooja Kalanouria (DIN: 09056683), who was appointed as an Additional Director (Category – Independent Director) of the Company by the Board of Directors with effect from 30th June 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI (LODR) Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 30th June 2025."

5. Regularization of Appointment of Mrs. Ayushi Khaitan (DIN: 10171829) as Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the



NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Ayushi Khaitan (DIN: 10171829), who was appointed as an Additional Director (Category – Independent Director) of the Company by the Board of Directors with effect from 30th June 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI (LODR) Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 30th June 2025."

6. Approval of Material Related Party Transactions with Ms. Vidita Khaitan

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), and the Company's Policy on Related Party Transactions, approval of the Members of the Company be and is hereby accorded to enter into material related party transaction(s) with Ms. Vidita Khaitan, a related party in terms of the Act and LODR Regulations for a period of three financial year 2025-28, for the purchase of goods of an aggregate value not exceeding Rs. 10 Crores during the financial year 2025-26 and incremental value of 10% in next two financial year, notwithstanding that the value of such transaction(s), either individually or taken together with previous transactions during a financial year, may exceed 10% of the annual consolidated turnover of the Company as per the latest audited financial statements.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall include its duly authorized Committee thereof) be and is hereby authorized to finalize the terms and conditions of the said transaction(s), to execute all such agreements, deeds, documents, writings and papers as may be required, and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and proper in this regard."

7. Re-appointment of Mr. Sunay Krishna Khaitan (DIN: 07585070) as Whole Time Director and approval of remuneration:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), and subject to such approvals, consents and permissions as may be necessary, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sunay Krishna Khaitan (DIN: 07585070) as a Whole Time Director, designated as Executive Director, for a further period of three years with effect from 1st October 2025, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, including payment of remuneration not exceeding a sum of Rs. 5,00,000/- (Rupees Five Lakhs Only) per month, and such other perquisites and benefits as may be applicable, with authority to the Board of Directors (hereinafter referred to as "the Board", which term shall include its Nomination & Remuneration Committee) to alter and vary the terms and conditions of said appointment and/ or remuneration.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the tenure of Mr. Sunay Krishna Khaitan, the remuneration as set out above be paid as minimum remuneration in terms of Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

By order of the Board of Directors
For Khaitan (India) Limited

Sd/-
Chandranath Banerjee
Company Secretary and Compliance Officer

NOTES:

1. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Members who are Body Corporate(s) are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-Voting or e-voting during the 88th AGM of the Company.

NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

Accordingly, as per the MCA circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to Special Business under Item No. 3 to 7 are annexed herewith.

3. Dispatch of Annual Report through email:

In accordance with the MCA Circular No- SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and further Circular No. SEBI/HO/CFD/PoD-2/P/-CIR/2023/4 dated January 5, 2023 and further MCA circular dated 25th September 2023, the Notice of the 88th AGM along with the Annual Report of the Company for the financial year ended 31st March 2025 are being sent only through electronic mode (e- mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participant/s (DPs), as on 30th August, 2024.

Members may note that the Notice and Annual Report for the financial year ended 31st March 2025 is also available on the Company's website www.khaitansugar.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) at www.evoting.cdsi.com.

The Company will also be sending printed copies of the Annual Report for the financial year 2024-25 to those Shareholders who send their request for the same.

4. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of members(s) on the cut-off date mentioned in Note 7 herein below. A person who is not a member on the cut-off date should treat this notice for information purpose only.

5. The 88th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act, read with all the applicable MCA and SEBI Circulars.

6. In compliance of the provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the MCA circulars, the Company is pleased to provide its members the facility to exercise their right to vote through the Electronic Voting (remote e-voting) Services provided by Central Depository Services Limited ("CDSL"). The e-voting commencement date and ending date is given in Note 7 herein below. Members are requested to refer to instructions for e-voting, appended to this Notice. The Company has engaged the services of CDSL for the e-voting.

7. E-voting schedule: The details are as under:

| Cut-off Date for reckoning voting rights | Commencement of Voting (Start Date) | Closing of voting (End Date) | Results announcement date |
|---|--|---|----------------------------------|
| 18.09.2025, Thursday | 22.09.2025, Monday (From 9:00 a.m.) (IST) | 24.09.2025, Wednesday (To 5:00 p.m.) (IST) | 27.09.2025, Saturday |

8. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote. The e-voting module shall be disabled after the close of e-voting period.

9. We urge the shareholders for registration and/ or updating of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly to avoid fraudulent encashment of dividend warrants.

10. The Board of Directors of the Company at their meeting held on 29th August 2025 has appointed CS Gouri Shanker Mishra, Company Secretary in Practice (C.P. No. 13581) whose email id is gsmishra.1977@gmail.com as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

11. The Scrutinizer will submit his report to the Chairman / Director of the Company after the completion of scrutiny of the votes. The result of the same will be announced by the Chairperson or any Director or Company Secretary of the Company on or before Saturday, 27th September 2025 and also displayed on the Company's website viz., www.kilsugar.in.



NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. Members who have not updated their postal addresses so far are requested to update their registered address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company Physically by ordinary post, speed post, Courier etc.

14. SEBI vide its Circular dated 2nd July 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April 2019 for a period of 6 months from 7th July 2025 to 6th January 2026. This is for the information of shareholders and anyone having pending transfer deed may send the same as per the Circular.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. The forthcoming AGM/EGM will be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the 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. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, 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 EGM/AGM without restriction on account of first come first served basis.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.kilsugar.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 22nd September 2025 at 9:00 AM and ends on 24th September 2025 at 5:00 PM. 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 18th September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) 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 a 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/ Depository 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of Shareholder | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <p>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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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 services. 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.</p> |



NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

| Type of Shareholder | Login Method |
|---|--|
| | <p>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</p> <p>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/OTP 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</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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 by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in **physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

2) Click on "Shareholders" module

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> 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. |

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual 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 scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz gsmishra.1977@gmail.com and kilsugar@gmail.com (designated email address by company) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
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 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/EGM.
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 7 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 5 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/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS *(cont.)*

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 3: Appointment of Secretarial Auditor for Five (5) Financial Years from Financial Years 2025–26 to Financial Years 2029–30

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex to its Board's Report a Secretarial Audit Report given by a Company Secretary in Practice. Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended, mandates that the appointment or re-appointment of the Secretarial Auditor shall also be approved by the shareholders of the listed entity in a general meeting.

In compliance with the above provisions, the Board of Directors have approved the appointment of Mr. Purushothaman Velayudhan Rajeev, Proprietor of V.P. Rajeev & Associates (Membership No. F 10208, COP No. 14032), as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from financial year 2025–26 up to and including financial year 2029–30, at such remuneration as may be decided by the Board in consultation with the Auditor each year.

The approval of members is being sought to comply with the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of SEBI LODR.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 4: Regularization of Appointment of Mrs. Pooja Kalanouria (DIN:09056683) as Independent Director

Mrs. Pooja Kalanouria was appointed as an Additional Director of the Company on 30th June 2025 in terms of section 161 of the Companies Act, 2013 in category of Independent in terms of Companies Act, 2013. She holds office up to the date of ensuing AGM or the last date on which AGM should have been held whichever is earlier.

Mrs. Pooja Kalanouria is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act.

Mrs. Kalanouria is a qualified Company Secretary and Law Graduate with 5 years of experience in secretarial and legal departments and have extensive experience of Secretarial and Legal advisory, Governance and Compliance.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Pooja Kalanouria as an Independent Director.

The Company has received a declaration from Mrs. Kalanouria confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In terms of Section 149(10) of the Act, an Independent Director can be appointed for a term of up to five consecutive years and shall not be liable to retire by rotation.

In order to ensure compliance with the Section 149 and 152 of the Companies Act, 2013, read with Rules made thereunder and Schedule IV of the Act, it is proposed that Shareholders approval be accorded for appointment of Mrs. Pooja Kalanouria as an Independent director for a period of 5 years commencing from 1st October 2025.

Accordingly, Board of Directors recommends the passing of above resolution as Ordinary resolution as set out in item no- 4 for appointment of Mrs. Pooja Kalanouria as Independent Director of the Company.

Except Mrs. Pooja Kalanouria, Independent Director, being an appointee, no other Directors/KMP and their relatives in any way interested or concerned in the said resolution.

The details of Mrs. Pooja Kalanouria have been attached herewith in an annexure at the end of the explanatory statement.

Item No. 5: Regularization of Appointment of Mrs. Ayushi Khaitan (DIN:10171829) as Independent Director

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

Mrs. Ayushi Khaitan was appointed as an Additional Director of the Company on 30th June 2025 in terms of section 161 of the Companies Act, 2013 in category of Independent in terms of Companies Act, 2013. She holds office up to the date of ensuing AGM or the last date on which AGM should have been held whichever is earlier.

Mrs. Ayushi Khaitan is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act.

Mrs. Khaitan is a qualified Company Secretary and postgraduate in Commerce with over 8 years of experience in corporate governance, SEBI compliance, secretarial audits, and legal advisory for listed companies.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Ayushi Khaitan as an Independent Director.

The Company has received a declaration from Mrs. Khaitan confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In terms of Section 149(10) of the Act, an Independent Director can be appointed for a term of up to five consecutive years and shall not be liable to retire by rotation.

In order to ensure compliance with the Section 149 and 152 of the Companies Act, 2013, read with Rules made thereunder and Schedule IV of the Act, it is proposed that Shareholders approval be accorded for appointment of Mrs. Ayushi Khaitan as an Independent director for a period of 5 years commencing from 1st October 2025.

Accordingly, Board of Directors recommends the passing of above resolution as Ordinary resolution as set out in item no- 5 for appointment of Mrs. Ayushi Khaitan as Independent Director of the Company.

Except Mrs. Ayushi Khaitan, Independent Director, being an appointee, no other Directors/KMP and their relatives in any way interested or concerned in the said resolution.

The details of Mrs. Ayushi Khaitan have been attached herewith in an annexure at the end of the explanatory statement.

Item No. 6: Approval of Material Related Party Transactions with Ms. Vidita Khaitan

In terms of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015, any transaction(s) entered into with a related party which, either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the latest audited financial statements, is considered as a material related party transaction and requires approval of the shareholders.

The Company, in its ordinary course of business and on arm's length basis, has been procuring the fans from Ms. Vidita Khaitan, a related party and same is being sold in market. The terms are same as with any other vendor and hence the transaction is outside the periphery of Section 188 and do not require the approval of the Board/ Shareholders. Company has been obtaining approval of Audit Committee for such purchases. Company feels that the transaction may exceed the value of 10% of consolidated turnover and hence wishes to obtain approval from the members in advance.

The Company, in its ordinary course of business and on arm's length basis, proposes to enter into transactions with Ms. Vidita Khaitan, a related party in terms of the Act and LODR Regulations, for purchase of goods/materials. The estimated value of such transactions during the financial year 2025-26 is expected to exceed the prescribed threshold limit of 10% of the Company's annual consolidated turnover. Hence the approval is sought for next three years with incremental value of 10% each year.

The Audit Committee after due deliberation, have approved the aforesaid related party transaction(s) and recommend the same for approval of the Board and Shareholders.

Details of Related Party Transaction as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

- Name of the Related Party: Ms. Vidita Khaitan
- Nature of Relationship: Relative of Director
- Nature, Material Terms, Monetary Value and Particulars of the Contract/Arrangement: Purchase of goods/materials up to an aggregate value of Rs. 10 Crores during financial year 2025-26 with annual increment of 10% during next two financial years 2026-27 and 2027-28. The transaction is in the ordinary course of business and on arm's length basis.



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

• Rationale: The Company procures fans from Ms. Vidita Khaitan at similar consideration as with other suppliers who are unrelated parties. The terms are comparable with prevailing market conditions, ensuring that the transactions are conducted in the ordinary course of business and on an arm's length basis. Hence, the arrangement is not prejudicial to the interests of the Company or its shareholders.

- Any other information relevant or important for the members to take a decision: None

The Board recommends the resolution set out at Item No. 6 of the Notice for approval of the Members as an Ordinary Resolution.

Mr. Sunay Krishna Khaitan, Whole Time Director and certain promoters being related would be deemed to be interested in resolution. Other than them none of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution. Related party shall not vote to approve this resolution.

Item No. 7: Re-appointment of Mr. Sunay Krishna Khaitan (DIN: 07585070) as Whole Time Director and approval of remuneration

Mr. Sunay Krishna Khaitan (DIN 07585070) was appointed as a Whole-time Director of the Company w.e.f. 1st October 2023 for a period of 3 years on the remuneration and terms and conditions approved by the shareholders of the Company at the 86th Annual General Meeting. Accordingly, on the recommendations of Nomination and Remuneration Committee and his extensive experience, expertise and valuable insights in driving the Company's efforts towards transformation and growth, it is proposed to retain him in his current role as whole-time Director.

Based on the performance evaluation, the Nomination and Remuneration Committee ("NRC") and the Board of Directors at their meetings have recommended the re-appointment of Mr. Khaitan as the Whole-time Director of the Company designated as "Executive Director" for a further period of 3 years i.e. from 1st October 2025 to 30th September 2028, subject to the approval of the shareholders at the ensuing Annual general Meeting, on the terms and conditions including remuneration, as contained in this explanatory statement.

For details pertaining to brief resume of Mr. Khaitan and the relevant details and disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to the annexure at the end of the explanatory statement.

Mr. Sunay Krishna Khaitan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.

In accordance with the provisions of section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for the payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 3 years. Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules is given hereunder and the information not mentioned herein is provided under the Annexure.

Information about the Appointee

1. Background details: Mr. Sunay Krishna Khaitan is a graduate (BSE in Economics and Finance) from Purdue University, Indiana, USA and Green belt in Lean 6 sigma. Mr. Sunay Krishna Khaitan was appointed as whole-time director of Khaitan (India) Limited with effect from 1st October 2023. During 2024-25.

He is also a director of the following Companies:

- Khaitan Lefin Limited
- Boisar Electricals and Appliances Limited

| Period | Total Rs. (P.a.) |
|-----------------------------------|------------------|
| 1st April 2024 to 31st March 2025 | 23,43,000 |
| 1st April 2023 to 31st March 2024 | 20,97,250 |

3. Job profile and his suitability: As a Whole Time Director, Mr. Khaitan's role is to plan, organise, lead and control the Company's finances. His core expertise lies in the areas of Business Planning, Corporate Finance, Accounting, Forecasting, and Working Capital Management. His strong leadership is evident through the strategies he has applied to bring in the profitability of the Company, which includes organizational transformation, business growth projects, etc. His leadership style has been collaborative and people & action-oriented with a strong eye for details.

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

4. Remuneration Proposed: A salary of Rs. 5,00,000 per month has been proposed along with such commission in addition of the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular year, as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceiling stipulated in Sections 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013 read with applicable Rules (hereinafter referred to as the Act,) as amended up to date.

5. Notice of Termination: The employment may be terminated by either party by giving to the other party 30 days' notice in accordance with the employment agreement executed with Mr. Sunay Krishna Khaitan, as amended or updated from time to time.

The Board is of the view that Mr. Khaitan's knowledge and experience will be of immense benefit and value to the Company. He possesses the core skills/expertise/ competencies identified in the Company's business and sectors for it to function effectively.

Details of the skills possessed by him forms part of the Corporate Governance Report.

Save and except Mr. Khaitan and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

Mr. Khaitan is not related to any other Director/ KMP of the Company. The Board recommends the Special Resolution at Item No. 7 of the Notice for approval of the Members. Related party shall not vote to approve this resolution.

Annexure

Details regarding Directors being appointed/re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause no 1.2.5 of Secretarial Standards issued by the ICSI

| Name of Director | Mrs. Pooja Kalanouria | Mrs. Ayushi Khaitan | Mr. Sunay Krishna Khaitan |
|---|--|--|--|
| Date of Birth and Age | 04-05-1991 (35 years) | 05-09-1993 (32 years) | 09-12-1991 (34 years) |
| Nationality | Indian | Indian | Indian |
| Date of Appointment and Designation | Appointed as an Additional Director designated as Independent Director with effect from 30th June 2025 | Appointed as an Additional Director designated as Independent Director with effect from 30th June 2025 | Appointed as an Whole-time Director designated as executive Director with effect from 1st October 2023 |
| Terms and Conditions of appointment / reappointment including remuneration, if an | Appointment as a Non-executive Independent Director for a period of 5 years commencing from 1st October 2025 | Appointment as a Non-executive Independent Director for a period of 5 years commencing from 1st October 2025 | Re-appointment as a whole-time director of the Company for a period of 3 years commencing October 1, 2025. |
| Remuneration/ Variation in Remuneration/ details of remuneration last drawn | NA | NA | FY 2024-25: Rs. 23,43,000 FY 2023-24: Rs. 20,97,250 |
| No. of Board meetings attended during the year | NA | NA | 5 out of 5 Board Meetings |
| Qualification | Company Secretary and a Law Graduate | Company Secretary and a post-graduate in commerce | Bachelors of Science in Economics and Finance |



NOTICE OF EIGHTY-EIGHTH (88TH) ANNUAL GENERAL MEETING OF THE MEMBERS (cont.)

| | | | |
|---|--|---|---|
| Expertise in specific field | Secretarial and Legal Advisory, Governance and Compliance | Corporate governance, SEBI compliance, secretarial audits, and legal advisory | Business Planning, Corporate Finance, Accounting, Forecasting, and Working Capital Management |
| Name of other Companies in which he holds Directorship* | Decillion Finance Limited Scintilla Commercial & credit Limited | Maithan Advanced Materials Limited Purbanchal Cement Limited Exponoval Commercial Enterprises Limited Maithan Ceramic limited Gamco Limited | Khaitan Fans and Appliances Limited Khaitan Strategy Limited Khaitan Hotels Private Limited Boisar Electricals and Appliances Limited Khaitan Lefin Limited |
| Name of Listed Companies in which he holds Directorship | Decillion Finance Limited Scintilla Commercial & credit Limited | Gamco Limited | Nil |
| Names of listed entities from which the person has resigned in the past three years | Nil | Nil | Nil |
| Name of other companies in which he holds Chairmanship/ Membership of Committees of Board | Nil | Nil | Nil |
| No. of Shares held in Khaitan (India) Ltd | Nil | Nil | He holds 8.09% shares of the Company |
| Inter-se relationship with other Directors and Key Managerial Personnel | Nil | Nil | Nil |

Date:29th August 2025

Place: Kolkata

By order of the Board of Directors

For Khaitan (India) Limited

Sd/-

Chandranath Banerjee

Company Secretary and Compliance Officer