



## NOTICE

### TO THE SHAREHOLDERS

Notice is hereby given that the 81st Annual General Meeting of the members of Khaitan (India) Ltd will be held at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, 4th Floor, Kolkata 700 017 on Friday, 28th September 2018 at 11.00 A.M. 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 March 31, 2018, together with the Report of the Directors and Auditors thereon;
2. To re-appoint Mr. Sunay Krishna Khaitan (DIN: 07585070), a Director of the Company, retiring by rotation and being eligible who has offered himself for re-appointment;
3. To ratify appointment of Auditors and to fix their remuneration;

### SPECIAL BUSINESS

#### 4. To pass following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules framed there under and read with Schedule IV to the Act as amended from time to time and further read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other provisions of law, as applicable for the time being, Mr. Sandip Chattopadhyay (DIN: 06875010), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27.04.2018 in terms of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 26th April, 2023."

#### 5. To pass following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) read together with the provisions of the Rules framed there under and read with Schedule IV to the Act as amended from time to time and further read with all circulars, notifications, provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other provisions of law, as applicable for the time being, Ms. Sujata Sarkar (DIN: 08173535), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 07.07.2018 in terms of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 6th July, 2023."

#### 6. To pass following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors M/s AB & Company remuneration of Rs. 15,000/- plus applicable Goods & Service Tax, for the cost records of the Company for the financial year ending 31st March, 2019 be ratified."

By the order of the Board  
**Sunay Krishna. Khaitan**  
(DIN: 07585070)  
(Whole time Director)

Place: Kolkata

Date: The 28th August, 2018

### NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/ her. The proxy so appointed need not be a member of the Company. The proxy form duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.
4. The Member /Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
5. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form SH-13 prescribed by the Government can be obtained from the Share Transfer Registrar viz. Maheshwari Datamatics Pvt Ltd at 23, R.N Mukherjee Road, 5th Floor, Kolkata – 700001. The members are also requested to inform the following additional information to the Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt Ltd at 23, R.N Mukherjee Road, 5th Floor, Kolkata – 700001:  
a. Email Id b. PAN Noc. Unique Identification No. d. Mother's Name e. Occupation f. In case of a minor (Guardian's Name and date of birth of the Member) g. CIN (In case the member is a body corporate)
6. All the registers and relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M – 1.00 P.M up to the date of Annual General Meeting.
7. Members are requested to bring their copy of the Annual Report to the meeting.
8. The Register of Directors and Key Managerial Personnel (KMPs) and their share holding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every

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- participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
10. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
  11. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 10 (ten) days before the date of the Meeting, so as to enable the Company to keep the information ready.
  12. Electronic copy of the notice of the 81st Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be sent to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
  13. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
  14. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
  15. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
  16. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz Maheshwari Datamatics Private Limited at 23, R.N.Mukherjee Road, 5th floor, Kolkata-700001, E-Mail: mdpldc@yahoo.com
  17. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 21st September, 2018 to 28th September, 2018 Friday (both days inclusive).
  18. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
  19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 31st August, 2018
  20. Voting through electronic means (E-Voting)
    - I. 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) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has engaged the services of CDSL to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL). The Board of Directors of the company has appointed Mr. Amit Choraria, proprietor M/s Amit Choraria & Associates, Chartered Accountants, Membership No.066838 as the scrutinizer for the purpose.
    - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
    - III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the AGM but shall not be entitled to cast their vote again.
    - IV. The remote e-voting period commences on Tuesday 25th September 2018 (9:00 am) and ends on Thursday 27th September, 2018 (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 on Friday 21st September, 2018 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.
  - V. The process and manner for remote e-voting are as under:
    - i) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - ii) Click on "Shareholders" tab.
    - iii) Now select the Company name "KHAITAN (INDIA) LIMITED" from the drop down menu and click on SUBMIT.
    - iv) Now enter your User ID:
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters
    - v) Next enter the Image Verification as displayed and Click on Login
    - vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by '0' (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr/Mrs/Smt/Miss/Ms/M/s etc. Example: (1) Mr. V.N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. And Folio Number is C-0052 the PAN will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then enter the member ID / Folio Number in the Dividend Bank details. Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then enter the member ID / Folio Number in the Dividend Bank details.

- viii) After entering these details appropriately, click on "SUBMIT" tab
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the



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- 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
  - xi) Click on the "EVSN for "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 option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xiv) After selecting the Resolution if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
  - xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - xvii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders:
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 18002005533.
  - xix) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [amithmchoraria@gmail.com](mailto:amithmchoraria@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before on or before 21.09.2018 without which the vote shall not be treated as valid.
  - xx) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21.9.2018
  - xi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21.9.2018 may obtain the login ID and password by sending a request at [evotingindia.com](http://evotingindia.com) or [Issuer/RTA](mailto:Issuer/RTA).
  - xxii) A member may participate in the AGM even after exercising his right to vote through remote evoting but shall not be allowed to vote again at the AGM.
  - xxiii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - xxiv) Mr. Amit Choraria, proprietor M/s Amit Choraria, & Co. Chartered Accountants, Membership No. 066838 has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting through ballot paper at the AGM in a fair and transparent manner.
  - xxv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xxvi) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xxvii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.khaitansugar.in](http://www.khaitansugar.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
  - xxviii) The Results shall also be simultaneously forwarded to the Stock Exchanges.
  - xxix) The scrutiniser's decision on the validity of e voting will be final.

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

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

#### ITEM NO: 4

Mr. Sandip Chattopadhyay (DIN: 06875010) was appointed as an additional director by the board of Directors of the Company, upon the recommendation of Nomination & Remuneration Committee, w-e-f 27.04.2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Sandip Chattopadhyay will hold office upto the date of ensuing AGM. The Company has received from Mr. Sandip Chattopadhyay (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Sandip Chattopadhyay as an Independent Director of the Company up to 26th April, 2023 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. The Directors recommend the approval of the ordinary resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Sandip Chattopadhyay is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### ITEM NO: 5

Ms. Sujata Sarkar (DIN: 08173535) was appointed as an additional director by the board of directors of the Company, upon the recommendation of Nomination & Remuneration Committee, w-e-f 07.07.2018. Pursuant to the provisions of Section 161 of the

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Companies Act, 2013 Ms. Sujata Sarkar will hold office up to the date of ensuing AGM. The Company has received from Ms. Sujata Sarkar (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Ms. Sujata Sarkar as an Independent Director of the Company up to 06th July, 2023 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. She is not liable to retire by rotation. The Directors recommend the approval of the ordinary resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives except Ms. Sujata Sarkar is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**ITEM NO: 6**

The Board of Directors of the Company, on the recommendation of the audit Committee, approved the appointment and remuneration of M/s AB & Company, Cost accountants, Kolkata, as the cost Auditor of the Company, to conduct the audit of the cost records of the company for the financial year ending 31.03.2019 at a remuneration of Rs 15,000/- (inclusive of reimbursement of out of pocket expenses) plus applicable Goods & Service Tax.

In terms of provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly consent of the members is being sought for passing the resolution as set out in item number 6 of the notice for ratification of the. None of the Directors, Key Managerial personnel and their relatives are, in any way concerned or interested on the said resolution. The resolution as set out in item number 6 of this notice is accordingly commended for your approval.

**Details of Directors Proposed to be appointed /re-appointed at the Annual General Meeting:**

Pursuant to Regulation 36(3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided as under :-

<b>Name of Director</b>	<b>SUNAY KRISHNA KHAITAN</b>	<b>SANDIP CHATTOPADHYAY</b>	<b>SUJATA SARKAR</b>
Date of Birth (Age in years)	09/12/1991 (26)	20/05/1963 (55)	14/07/1975 (43)
Date of Appointment	12/11/2016	27/04/2018	07/07/2018
Expertise in specific functional area (Experience in years)	2 years in Marketing of Fans and Electrical appliances.	More than 25 years of experience in capital market and Business administration.	More than 20 years experience in capital market
Qualification	BSC. (Economics & Finance)	B.Com	B.Com
Shareholding in the Company (either personally or on beneficial basis)	292079	0	0
List of other Public Limited Companies in which Directorship held	1..Khaitan Lefin Limited	1. Silverpoint Infratech Ltd. 2.Ojas Cottages Ltd..	NIL
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL	NIL	NIL
Chairman/Member of the Committees of the Board of the Company	NONE	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Shareholder Relationship Committee (Chairman)	Audit Committee (Member) Nomination and Remuneration Committee (Member)  Shareholder Relationship Committee (Member)
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	NIL	NIL	NIL
Terms and conditions of appointment / re-appointment	Reappointment pursuant to retire by rotation	-Being Independent directors for a period of 5 years. - Being Independent directors, entitled to sitting fees only	Being Independent directors for a period of 5 years. - Being Independent directors, entitled to sitting fees only
Remuneration sought to be paid / last drawn	Details as per Annexure-V of the Directors' Report	Details as per Annexure V of the Directors' Report	Details as per Annexure-V of the Directors' Report
Number of Board Meetings attended during the year	4	NIL*	NIL*

\*As appointed after 31.03.2018