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**NOTICE****TO THE SHAREHOLDERS**

Notice is hereby given that the 82nd Annual General Meeting of the members of Khaitan (India) Limited will be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata-700 017 on Friday, 27th September 2019 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, 2019, 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 reappointment.
3. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of Section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and pursuant to the resolution passed by the Members at the 80th Annual General Meeting, appointing M/s. V.K.Tulsyan & Co. LLP Chartered Accountants, Kolkata (FRN 326740E/E300015) as Statutory Auditors of the Company to hold office until the conclusion of the 85th Annual General Meeting Company, the company hereby ratifies and confirms the appointment of M/s. V.K.Tulsyan & Co. LLP Chartered Accountants, Kolkata as Statutory Auditors of the Company for the Financial Year Ended 31st March, 2020, at such remuneration plus Goods & Service Tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf".

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

**SPECIAL BUSINESS**

4. To pass following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Cost Auditors M/s. AB & Company remuneration of Rs. 15000/- plus applicable Goods & Service Tax, for the cost records of the company for the financial year ending 31st March, 2020 be ratified."

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

Place: Kolkata

Date: The 13th August, 2019

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**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 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 the 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 of 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 described 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 No. c. 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. to 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 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 demat account. 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 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 Meeting, so as to enable the Company to keep the information ready.
12. Electronic copy of the notice of the 82nd 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 permitted mode.

**NOTES: (cont.)**

13. Shareholders are requested to affix 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 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 Board's 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, Kolkate-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 Book of the Company shall remain Closed from Friday, 20th September, 2019, to Friday, 27th September, 2019 (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 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 30th August, 2019
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 vote 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 & Co, Chartered Accountants, Membership No. 066838 as the scrutinizer for the purpose.
  - II. The facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be also 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 vote again.
  - IV. The remote e-voting period commences on Tuesday, 24th September, 2019 (9.00 a.m.) and ends on Tuesday, 26th September, 2019 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date on 19th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote 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.
  - VI Next enter the Image Verification as displayed Click on Login
  - VII If you are holding shares in demat form and had logged on [www.evotingindia.com](http://www.evotingindia.com) and vote on an earlier voting of any company, then your existing password is to be used.
  - VIII) If you are a first time user follow the steps given below:

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

<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat share holder 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" (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:  Mr. V.N.Swami and Folio Number is S/0245, the PAN will be VN000S0245 M/s. 4-square Company Ltd and Folio Number is C0052 the Pan will be 4S000C0052
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	Enter the DOB or Bank Account Number in order to Login. If both the details are not record 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.

- IX After entering these details appropriately, click on "SUBMIT" tab
- X Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will not 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 the 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.



- XI For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice
- XII Click on the EVSN for the relevant "KHAITAN (INDIA) LIMITED" on which you choose to vote.
- XIII 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.
- XIV Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV After selection 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.
- XVI Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- XVII You can also take out print of the voting done by you by clicking on "Click here to print " option on the Voting page.
- XVIII 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.
- XIX Note of 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 should 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.
- XX 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 [kilsugar@gmail.com](mailto:kilsugar@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 19.09.2019 without which the vote shall not be treated as valid.
- XXI 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 19.09.2019.
- XXII 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. 19.09.2019 may obtain the login ID and Password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or Issuer/RTA.
- XXIII A member may participate in the AGM even after exercising his right to vote through remote voting but shall not be allowed to vote again at the AGM.
- XXIV 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 for remote e-voting as well as voting at the AGM through ballot paper.
- XXV Mr. Amit Choraria, proprietor M/s.Amit Choraria, & Co. Chartered Accountants, Membership No. 066838 has been appointed as the Scrutinizer the remote e-voting process as well voting through ballot paper at the AGM in a fair and transparent manner.
- XXVI The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow 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.
- XXVII 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, no later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes casting 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.
- XXVIII 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.
- XXIX The Results shall also be simultaneously forwarded to the Stock Exchanges.
- XXX The Scrutinizer'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 of pursuant to provision of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactments(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**

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 31.03.2020 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 4 of the notice for ratification of the same. None of the Directors, Key Managerial personnel and their relatives are, in any way concerned or interested on the said resolution.

**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 Obligation 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>
Date of Birth (Age in years)	09/12/1991 (27)
Date of Appointment	12/11/2016
Expertise in specific functional area (Experience in years)	3 years in Marketing of Fans and Electrical appliances.
Qualification	BSC. (Economics & Finance)
Shareholding in the Company (either personally or on beneficial basis)	292079
List of other Public Limited Companies in which Directorship held	1. Khaitan Lefin Limited
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL
Chairman/Member of the Committees of the Board of the Company	NONE
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	NIL
Terms and conditions of appointment / re-appointment	Reappointment pursuant to retire by rotation
Remuneration sought to be paid / last drawn	Details as per Annexure-VI of the Directors' Report
Number of Board Meetings attended during the year	7