

**Khaitan (India) Limited**  
Regd. Office: 46C, J. L. Nehru Road, Kolkata – 700 071  
Phone: (033) 4050 5000  
E-mail: kilsugar@gmail.com website: khaitansugar.in

**NOTICE:**

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of Members of Khaitan (India) Limited will be held at the Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata – 700 017 on Wednesday 11<sup>th</sup> March, 2020 at 11.00 A.M. to the following Business:

**SPECIAL BUSINESS:**

**Appointment of Statutory Auditors to fill vacancy**

To consider and if thought fit, to pass with or without modification, the following resolution as ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on Friday, 14<sup>th</sup> February, 2020 M/s. K. C. Bhattacharjee & Paul (FRN 303026E), Kolkata be and are hereby appointed as Statutory Auditors of the Company to fill the Casual vacancy cause by the resignation of M/s. V. K. Tulsyan & Co. LLP Chartered Accountants (FRN 326740E/E300015), Kolkata.”

**“RESOLVED FURTHER THAT** M/s.. K. C. Bhattacharjee & Paul (FRN 303026E), Kolkata be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them”

By order of the Board of Directors

**For Khaitan (India) Limited**

Sunay Krishna Khaitan

(DIN 07585070)

(Whole time Director)

Place: Kolkata

Date : 14<sup>th</sup> February, 2020

**NOTES :**

1. A member entitled to attend and vote at the meeting is entitled to appoint to Proxy to attend and vote instead of himself a Proxy need not be the member of the Company.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s. Maheshwari Datamatics Private Limited at 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700 001, E-mail: kdpdce@yahoo.com. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of Extra Ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the Extra Ordinary General Meeting of the Company.
11. Members may also note that Notice of the Extraordinary General Meeting will also be available on the Company's website [www.khaitansugar.in](http://www.khaitansugar.in) for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during the normal business hours on working days till the date of the meeting. Even after registering e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [kilsugar@gmail.com](mailto:kilsugar@gmail.com)
12. The Board of directors has appointed Mr. Amit Choraria, Proprietor M/s. Amit Choraria & Co, Chartered Accountants, Membership No 066838 as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
13. Notice of Extraordinary General Meeting will be sent to members whose name appears in register of members / depositories as at closing hours of business on Friday 7th February, 2020 for the purpose of reckoning the eligibility of the member to cast vote by E-voting, cut of date is Wednesday 4th March, 2020, E-voting shall opens from Saturday 7th March, 2020 at 9.00 A.M. and ends on Tuesday 10th March, 2020 at 5.00 P.M.
14. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents (Maheshwari Datamatics Private Limited), immediately of:
  - a) Change in their Residential status on return to India for permanent settlement.
  - b) Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
15. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means, as an alternative to vote physically at the EGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.
16. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**The instructions for shareholders voting electronically are as under:-**

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on Wednesday, the 11<sup>th</sup> March, 2020, at 11:00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. These details and instructions form an integral part of the Notice for the Extra Ordinary General Meeting to be held on Wednesday, the 11<sup>th</sup> March, 2020.

The Board of directors has appointed Mr. Amit Choraria, Proprietor M/s. Amit Choraria & Co, Chartered Accountants, Membership No 066838 as the Scrutinizer for the purpose.

(i) The remote e voting period begins on Saturday, 07<sup>th</sup> March, 2020 at 9:00 A.M. IST and ends on Tuesday, 10<sup>th</sup> March, 2020 at 05:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 04<sup>th</sup> March, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The facility for voting through ballot paper shall be available at the EGM 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 Extraordinary General Meeting may also attend the EGM but shall not be entitled to cast vote again.

(iv) The process and manner for remote e-voting 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 DPID followed by 8 Digits Client ID>
- v. 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 Click on Login

(vi) If you are holding share 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.

(vii) 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 "O" (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 Band 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.

(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 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.

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

(xi) Click on the EVSN for the relevant "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 implies that you dissent to Resolution.

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

(xiv) After selection the Resolution if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish 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.
- 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 hello 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 authorised signatory (ies) who are authorised 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 Wednesday 4th March, 2020 without which the vote shall not be treated as valid.

(xx) The voting rights of members shall be in proportion to their share of the paid up equity share capital of the company as on the cut-off date of Wednesday, 04th March, 2020.

(xxi) 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. Wednesday, 04th March, 2020 may obtain the ID and Password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or issuer/ RTA.

(xxii) A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM

(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 EGM through ballot paper.

(xxiv) 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 EGM in a fair and transparent manner.

(xxv) The Chairman shall, at the EGM, 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 EGM but 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 vote cast the meeting and thereafter unblock the vote 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 EGM, a consolidated scrutinizer's report of the total votes casting favour or against, if any, to the Chairman or person authorised by him in writing, who shall counter sign 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 person authorised by him in writing

(xxviii) The Results shall also be simultaneously forwarded to the Stock Exchanges.

(xxix) The Scrutinizer's decision on the validity of e-voting will be final

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

**ITEM NO. 1**

M/s V. K. Tulsyan & Co. LLP Chartered Accountants (Firm Registration No. 326740E/E300015) have tendered their resignation from the position of Statutory Auditors due to non-payment of Audit fees with respect to Financial Year 2018-2019, to act as Statutory Auditor of Khaitan (India) Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 19<sup>th</sup> December, 2019 that M/s. K. C. Bhattacharjee & Paul Chartered Accountants (Firm Registration No. 303026E), Kolkata be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V. K. Tulsyan & Co. LLP, Chartered Accountants, subject to approval of members in the ensuing Extra Ordinary General Meeting.

M/s. K. C. Bhattacharjee & Paul, Chartered Accountants (Firm Registration No. 303026E), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

For Khaitan (India) Limited  
Sunay Krishna Khaitan  
Whole time Director  
(DIN 07585070)

**PROXY FORM (FORM MGT-11)**  
**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies**  
**(Management and Administration) Rules, 2014]**

**EXTRA ORDINARY GENERAL MEETING- 11.03.2020**

<b>Serial Number</b>	
<b>Name of the member(s)</b>	
<b>Registered Address</b>	
<b>E-mail Id.</b>	
<b>Folio No. / *Client Id</b>	
<b>*DP ID</b>	
<b>No. of Shares</b>	

I/We, being the member(s) of .....equity shares of Rs. 10/- each of the above name Company hereby appoint

- 1) Name.....Address.....or failing him e-mail id.....Signature.....  
2) Name.....Address.....or failing him e-mail id.....Signature.....  
3) Name.....Address.....or failing him e-mail id.....Signature.....

As mu/our Proxy to attend and vote (on a poll) for me/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, 11<sup>th</sup> March, 2020 at 11.00 A.M at Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata- 700016 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions	Option	
		For	Against
Special Business	Appointment of Statutory Auditors to fill the casual vacancy as ordinary Resolution		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

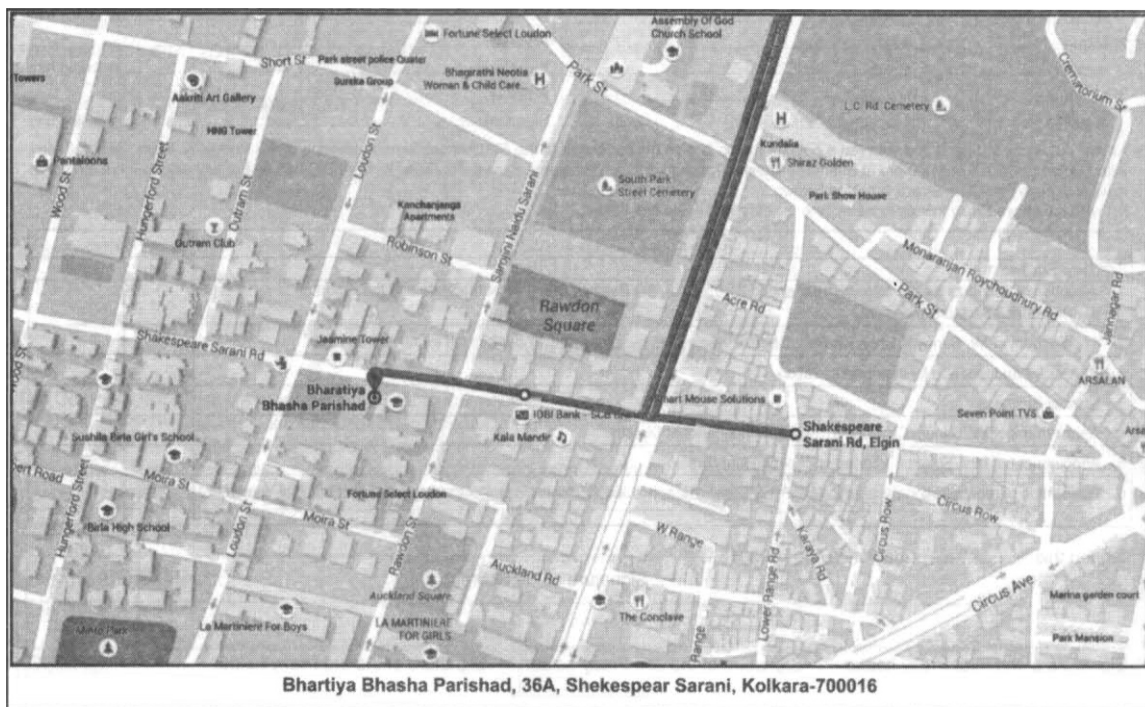
Stamp Signature of the Shareholder \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Affix Rs.1  
Revenue

**Notes :**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the Commencement of the meeting.
2. In the case of a body corporate, the proxy form should be signed by the authorised person duly enclosing thereto, a certified copy of the resolution of the Board under Section 113 of the Companies Act, 2013.
3. It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A proxy need not be a member of the Company.



**Khaitan (India) Limited**

Regd. Office: 46C, J. L. Nehru Road, Kolkata – 700 071

Phone: (033) 4050 5000

E-mail: kilsugar@gmail.com website: www.khaitansugar.in

**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING – 11.03.2020**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No.	
*DP ID	
CLIENT ID	
No. of Shares	

I/We hereby record my presence at the Extra Ordinary General Meeting of the Company at Bharatiya Bhasha Parishad, 36A, Shakespear Sarani, 4<sup>th</sup> Floor, Kolkata-700017 on Wednesday 11<sup>th</sup> March, 2020 at 11:00 A.M.

Name of the Shareholder
Signature of the Shareholder's / Proxy

Shareholders who come to attend the meeting are requested to bring their copies of Notice with them.