



NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the Seventy Eighth Annual General Meeting of Khaitan (India) Limited will be held on Wednesday, 30th September, 2015 at Bharatiya Bhasha Parishad, 36-A Shakespeare Sarani, 4th Floor, Kolkata-700017 at 2:00 p.m. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015, the statement of Profit & Loss for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sunil Krishna Khaitan who retire by rotation and being eligible offer himself for re-election.
3. To appoint a Director in place of Mr. Surendra Bafna, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint M/s O. P. Sharma & Associates. Chartered Accountants as statutory auditors who shall hold office from the conclusion of this Annual General Meeting and till the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to section 149 and other applicable provisions, if any of the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) with Schedule IV of the Companies Act 2013, Mrs. Sulekha Dutta (Din No 07114240) be and is hereby appointed as a Director of the Company whose candidature has been proposed by a member together with requisite deposit under Section 160 of the Companies Act, 2013".
6. To consider and if thought fit, to pass, with or without modification, the following Resolution as Special Resolution:
"RESOLVED THAT the Board of Directos be and is hereby authorized to sale Company's properties other than sugar mill to pay off the liabilities of the Company"

Registered Office:
46-C, J L Nehru Road
Kolkata-700071
The 29th May, 2015

By Order of the Board
Sulekha Dutta
Director-cum-Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF/ITSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument of Proxy should be deposited at the Registered Office of the Company, not later than 48 hours before commencement of the Meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies should fill in and sign the attendance slips and deposit at the entrance of Meeting Hall, before attending the Meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy Holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 23/09/2015 to 30/09/2015 (both days inclusive).
7. Members holding shares in single name and 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 M/s Maheshwari Datamatics Pvt Ltd 6 Mangoe Lane, Kolkata-700001.
8. The Registers under the Companies Act, 2013 is available for inspection at the Office of the Company at 7 Red Cross Place, Kolkata-700001 during business hours between 11.00 a.m. to 1.00 p.m. except on holidays.
9. Members are requested to bring their copy of the Annual Report to the Meeting.
10. Pursuant to Section 101 and Section 136 of the Companies Act 2013 read with relevant Companies (Management and Administration Rules), 2014 companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to M/s Maheshwari Datamatics Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at office of the Company at 7 Red Cross Place, Kolkata-700001 during the business hours between 11.00 a.m. to 1.00 p.m. except on holidays, upto and including the date of the Annual General Meeting of the Company.

NOTES (Cont.)

12. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
13. Members, desiring any information about the proposed resolutions are requested to write to the company, at least 10 days in advance of the Annual General Meeting to facilitate compilation thereof.
14. The two Directors liable to retire in the ensuing AGM are Mr. Sunil Krishna Khaitan (DIN 00127698) and Mr. Surendra Bana.
15. Voting through Electronic means (E-Voting)
 - I. In terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014, and pursuant to Clause 35 B of the listing Agreement, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM. The Company is pleased to offer E-voting facility which will enable members to cast their votes electronically on the resolutions mentioned in the notice and the business may be transacted through E-voting services. The Board of Directors of the Company has appointed Mr. Navin Kothari of M/s N. K. & Associates, Company Secretaries as the Scrutinizer for this purpose.
 - II. The instructions for shareholders voting electronically are as under :-
 - i) The voting period begins on Wednesday the 23/09/2015 at 9 A.M. and ends on Friday, the 25/09/2015 at 6 PM During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday the 23/09/2015 may cast their vote electronically. The E voting module shall be disabled by CDSL for voting thereafter.
 - ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - III. Click on .Shareholders.tab.
 - IV. Now, select the Company Name "KHAITAN (INDIA) LIMITED" from the drop down menu and click on .SUBMIT.
 - V. 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 and Click on Login.
 - VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted 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

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Dept. (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 character 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 Bank Account Number as recorded in your demat account with the depository details or in the company records for your folio. Please enter the DOB or Bank Account Number in order to login. If both the details are not recorded with the depository or company then please enter the member ID/folio No. 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 resolutions 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.



NOTES (Cont.)

- XIV. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions details.
- XV. 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.
- 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 either the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. 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.
 - After receiving the login details 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 should be mailed to 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.
- XX. 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 under help section or write and email to helpdesk.evoting@cdslindia.com.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company of the Company as on the cut-off date of 23.09.2015.
- IV. The shareholders shall have one vote per equity share held by them as on the cut off date 23.09.2015. The facility of e-voting would be provided once for every folio/client ID, irrespective of number of joint holders.
- V. The Company has appointed Mr. Navin Kothari of M/s N. K. & Associates, Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
- VI. The Scrutiniser shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.khaitanindia.com and on the website of CDSL immediately after the declaration of result by the Chairperson of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
- VIII. The scrutiniser's decision on the validity of e-voting will be final.

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

Item No. 4

Mrs. Sulekha Dutta was appointed as an Additional Director whose term of appointment will be ended at the ensuing Annual General Meeting. Mrs. Sulekha Dutta is a qualified Company Secretary and her appointment will be beneficial to the company. As per Section 149 L 161 of the Companies Act 2013 woman Director's appointment is mandatory. The company received Notice from one of the Shareholders alongwith requisite fees proposing her candidature for Directorship of the Company.

Item No. 5

For last 5-6 years the country's sugar industry is facing much hard days. The Fair & Remunerative Price (FRP) of sugarcane is much higher in comparison to prevailing marketing prices which had caused accumulation of huge liability. To pay off such liability, your directors are seeking permission of the shareholders to sale the other properties/assets of the company except Sugar Mill.

None of the Directors key managerial persons and their relatives is financially or otherwise concerned or interested in the resolutions.

ANNEXURE A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on September 30th 2015

NAME OF DIRECTORS	SUNIL KRISHNA KHAITAN	SURENDRA BAFNA	SULEKHA DUTTA
Date of Birth	14/12/1960	01/07/1949	21/08/1974
Date of Appointment	20/03/1990	17/09/1993	13/03/2015
Relationship with Directors	None	None	None
Expertise in specific Functional area			
Qualification	B. COM, MBA	B.COM, DCWA	B. COM, C.S.
Board Membership of Other companies as On March 31, 2015	1. Khaitan Electricals Ltd. 2. Khaitan Lefin Ltd 3. Khaitan Hotels Pvt. Ltd. 4. Khaitan Lamps Ltd 5. EEPC India	1. Khaitan Lefin Ltd	1. Riga Sugar Ltd
Chairman/Member Of the Committee Of the Board of Directors as on March 31, 2015	<u>Members</u> Stackholders Relationship Committee	<u>Members</u> Stackholders Relationship Committee	
Chairman/ Member Of the Committee Of Directors of Other Companies in Which he is a Director as on March 31, 2015	NIL	NIL	NIL
Number of Shares Held in the Company As on March 31, 2015	118029	100	NIL