



NOTICE OF 86TH ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the Eighty Six Annual General Meeting (86th AGM or e-AGM) of Khaitan (India) Limited will be held on **Friday 29th September, 2023 at 11:30 A.M.** through Video Conferencing ("VC") other Audio Means ("OAVM"), 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, 2023, 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 re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Ajay Ahlawat (DIN: 01227343) as Non-Executive Independent Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 149, 152, 160, 161, of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other rules made there under, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ajay Ahlawat (DIN: 01227343) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five consecutive years, for a term ending at the conclusion of Annual General Meeting to be held during the financial year 2026-27.

"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.

4. To re-appoint Mr. Sunay Krishna Khaitan as a Whole-time Director (DIN 07585070)

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, [the Act] read with Schedule V of the Act and Rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to the re-appointment of Mr. Sunay Krishna Khaitan (DIN 07585070) as a Whole Time Director of the Company, to be designated as Executive Director for a period of three years with effect from October 1, 2023 and payment of salary and perquisites [herein after referred to as "remuneration"] upon terms and conditions as detailed in the explanatory statement attached hereto and as set out in the draft agreement proposed to be executed between the Company and the appointee, with an authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and the appointee."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Sunay Krishna Khaitan (DIN 07585070), in each financial year during the occupancy of his tenure of appointment shall be as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on his performance evaluation, which shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the occupancy of his tenure, the Company has no profits or the profits are inadequate, the Whole Time Director will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.

Registered Office:
46-C, J. L. Nehru Road, Kolkata-700071
11th August, 2023

By Order of the Board of Directors
For Khaitan (India) Limited
ANKIT SUGANDH
Company Secretary and Compliance Officer

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM
2. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form. Attendance Slip and route map of the AGM are not annexed to this Notice.
3. Corporate members are requested to send to the Company, a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in the AGM through VC/OAVM on its behalf and to vote through remote e-voting. Members of the Company under the category of Institution Investors are encouraged to attend and vote at the AGM.
4. **The Register of Members and Share Transfer Books will remain closed from Saturday 23rd September, 2023 to Friday 29th September, 2023 (both days inclusive) on account of the Annual General Meeting.**
5. Dispatch of Notice of AGM along with Annual Report for the financial year 2022-23, to Shareholders in compliance with the MCA Circulars and SEBI Circulars, the Annual Report including the notice of the e-AGM is being sent only through electronic mode to those members whose email IDs are registered with the Company/registered with the Company/Depository Participant(s) and are holding shares of the Company as on Friday 25th August 2023 being the cut-off date for the purpose. Members may also note that the Annual Report for FY 2022-2023 and the Notice will also be available on the Company's website www.khaitansugar.in on the website of Stock Exchanges BSE Limited i.e. www.bseindia.com and National Stock Exchange of India Limited i.e. www.nseindia.com
6. 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.
7. Shareholders are requested to update their Bank account details with their Depository Participant, if they are holding the shares in Demat and RTA in case they are holding the shares in physical. In this connection, the Company has already issued reminders to all shareholders, who have not updated their PAN and Bank account details of first and sole shareholder of the Company. Once again, the members are advised to update the details with RTA.
8. Further, the Company draws your attention to the notification issued by SEBI dated June 8, 2018 and the press release date 3rd December 2018 amending Regulation 40 of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015 Pursuant to the amended provision, any request for effecting transfer of shares in physical form shall not be processed except in case of transmission or transposition of shares unless the shares are held in demat form. Hence, the Company/Registrar and Share transfer Agent would not be in position to accept/process the requests for transfer of shares held in physical form with effect 01-04-2019. Therefore, the company advises you to take immediate steps for dematerializing your shareholding in the Company. Holding of shares in dematerialized form offers lots of benefits like enhanced security, ease of handling, faster transfers and eliminating the deliveries. In view of the above, in order to ensure that you are able to deal in shares hassle-free, kindly take steps for dematerializing the shares at the earliest.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in Securities Market, member holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they have demat account. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Shares Transfer Agents.
10. Pursuant to Section 72 of the Companies Act, 2013. Member holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participant(s).
11. Disclosure pursuant to Regulation 36(3) of SEBI (LORD) Regulation, 2015 and Secretarial Standard-2(SS-2) with respect to the Directors seeking re-appointment at the forthcoming Annual General Meeting is appended to the Notice.
12. In compliance with the aforesaid MCA Circular and SEBI circular dated December 28, 2022, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company at <https://www.khaitansugar.in>. The Notice can also be accessed from the website of the Stock Exchange i.e. www.evotingindia.com
13. The Register of Directors' and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail requesting for inspection of the Registers.
14. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Companies Act, 2013



NOTES: (cont)

15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice. Voting through Electronic means Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 8, 2020, April 13, 2020 the Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 agency. The facility of casting votes by a member using remote e-voting as well as the e-voting on the date of the AGM through VC or OAVM will be provided by CDSL.
16. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, e-mail, mobile number etc. to the Company's Registrar & Share Transfer Agent (RTA) in prescribed Form ISR – 1 and other forms pursuant to SEBI Circular dated 16th March, 2023.

Maheshwari Datamatics Pvt. Ltd.
(Unit: Khaitan India Limited)
23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001
E-mail: mdpldc@yahoo.com Website: www.mdpl.in

17. Members holding shares in dematerialized form are requested to furnish the aforesaid information to their respective depository participants for updation of their records.
18. Members may please note that SEBI vide Circular dated 25th January, 2022 has mandated the listed companies to issue securities only in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.
19. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request for nomination may be made to the Company or its RTA in Form SH – 13. If a Member desires to opt out or cancel the earlier nomination and record afresh nomination, he / she may submit the same in Form ISR – 3 or Form SH – 14 as the case may be.
20. The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
21. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members are advised to dematerialize the shares held by them in physical form.
22. **The instructions of Shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**

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) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 ("remote e-voting") from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL)

 - (i) The remote e-voting period commences on Tuesday 26th September, 2023 at 9:00 AM and ends on Thursday 28th September, 2023 at 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 of Saturday 22nd September, 2023 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.

NOTES: (cont)

- (ii) 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 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/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.

- (iii) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi 2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK as per information provided by issuer/Company. Additionally, we are providing links to e-voting Service Providers, so that the user can visit the e-Voting service provider's site directly 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration /Easi Registration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OPT 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 voting is in progress and also able to directly access the system of all e-Voting Service Provider.
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are registered for NSDL Ideas facility, visit the e-service website of NSDL. Open web browser by typing the following URL https://e-services.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 service. 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. 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/Secure Web/ideasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open the 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 held 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>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>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.</p>

NOTES: (cont)

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and forget Password option available at above mentioned 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 evoting@cDSLindia.com or contact at 022-23058738 and 022-23058542-43
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 toll free no: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders

- (i) Shareholders who have already vote prior to the meeting date would not be entitled to vote through e-voting provided during VC/OAVM
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" module to cast your votes
- (iv) Now Enter your User ID.

Details	For Members holding shares in Demat Form	For Members holding shares in Physical Form
Form User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID for CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

- (v) Then enter the Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and vote on an earlier voting of any
- (vii) If you are a first time user follow the steps given below:

Details	For Shareholders holding shares in Demat Form other than Individual and Physical Form
PAN	Enter your 10 digit alpha numeric PAN issued by income Tax Department (Applicable for both Demat shareholder as well as physical shareholders). I Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in the e-mail communication in the PAN field sent by Company/RTA or contact Company/RTA
Dividend Bank Details of DOB	Enter the Dividend Bank Details or Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in DD/MM/YYYY format order to login. I 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 as mentioned in instruction (v)

- (viii) After entering these details appropriately, click on "SUBMIT" tab
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, 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 to be also used by the demat holders for voting for Resolution 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 relevant Company Name i.e. **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 YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.



NOTES: (cont)

- (xiii) Click on the "RESOLUTION FILE LINK" if you wish the entire Resolution.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the vote cast by clicking on "Click here to print" option on the voting page.
- (xvii) 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.
- (xviii) If you are registered for CDSL's EASI/EASIEST e-service, you can login at <http://www.cdslindia.com> from Login -MYeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-service, click one-Voting option and proceed directly to cast your vote electronically.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play store, iPhone and windows phone users can download the app from the App Store and the Windows Phone Stores respectively.
- (xx) Institutional 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) A scanned copy of the Registration Form bearing the stamp and signature of the entity should be e-mailed to helpdesk.evoting@cdslindia.com
- (b) 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (c) A scanned copy of the Board Resolution and Power of Attorney (POA) which they issued in favour of the Custodian, If any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (d) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. Together with attested specimen signature of the duly authorized signatory who are authorized signatory who are authorized to vote, to the Scrutinizer (amithmchoraria@gmail.com) and to the RTA (mdpldc@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) If you have any queries or issues regarding attending AGM & e-voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section of write an email to helpdesk.evoting@cdslindia.com
- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Manager, (CDSL) Central Depository Service (India) Limited. A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg. Lower Parel (East), Mumbai - 400013 or sent an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

- For Physical shareholders: Members are requested to directly register their email id / update their PAN by visiting the link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd as given below:
Link for email registration -<https://mdpl.in/form>
For Demat shareholders: Register/update through respective Depository Participants (DPs) (Any such updating effected by the DPs will automatically reflect in the Company's subsequent records)
- Instructions for shareholders attending the AGM through VC/OAVM are as under :
 - Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://evotaingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - Shareholders are encouraged to join the Meeting through Laptops/Desktop/I Pads for better experience.
 - Further, shareholders will be required to allow Camera and use internet with a good speed to avoid disturbance during the meeting.
 - 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.
 - The Members can join the AGM through 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. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional investors, Director, 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 AGM without restriction on account of first come first served basis.

NOTES: (cont)

6. Shareholders who would like to express their view/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at kilsugar@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile at kilsugar@gmail.com please mention the email id of the Company.

24. Instructions for shareholders for e-voting during the AGM are as under:

- 1) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote 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.
- 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 15 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 15 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 through VC/OAVM facility and have not cast their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

25. General Guidelines for Shareholders:

- a) The remote e-voting period commences on **Tuesday 26th September, 2023 at 9.00 AM and ends on Thursday 28th September, 2023 at 5.00 PM**. 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 of date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting. The remote e-voting module shall be blocked by CDSL for e-voting thereafter, once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) After sending the notice, any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e. **Friday 22nd September 2023** may obtain the login ID and password by sending an email to mdpldc@yahoo.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP. ID No However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- c) The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off i.e. **Friday 22nd September, 2023**
- d) Mr. Amit Choraria, Proprietor M/s. Amit Choraria & Co., Chartered Accountants, (Membership No. 066838) Kolkata, has been appointed as Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- e) The Scrutinizer shall, immediately after the conclusion of voting in the Annual General Meeting held through VC/OAVM, will first count the votes cast in 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 two days after the conclusion of the AGM, a consolidate scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.khaitansugar.in website of CDSL www.evotingindia.com and also forward the same to The National Stock Exchange of India Limited simultaneously, where the Company's shares are listed.



NOTES: (cont)

ANNEXURE TO NOTICE

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

The following explanatory Statement 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: 3 - Appointment of Mr. Ajay Ahlawat as an Independent Director (Non-Executive) the Company

Mr. Ajay Ahlawat (DIN: 01227343) was appointed as Non-Executive Independent Additional Director by the board directors of the Company upon the recommendation of Nomination & Remuneration Committee w-e- f 21st October, 2022. Pursuant to the provision of Section 161 of the Companies Act, 2013 Mr. Ajay Ahlawat will hold office up to date of ensuing AGM. The Company has received from Mr. Ajay Ahlawat (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of the 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 sub section (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 149 of the Companies Act, 2013. The Company has received notice in writing under the provisions of Section 160 of Companies Act, 2013, from a member along with requisite deposit, proposing the candidature of Mr. Ajay Ahlawat for the office of director. The resolution seeks the approval of members for the appointment of Mr. Ajay Ahlawat as an Independent Director of the Company to hold office till the conclusion of Annual General Meeting to be held during the financial year 2026-27, pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

Copy of the draft letter of appointment of the Independent Director setting out the terms and conditions of appointment would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, except Saturday upto the Annual General Meeting.

Mr. Ajay Ahlawat does not hold any shares in the Company either in his individual capacity or beneficially for others and is not related to any Director of the Company.

The Directors recommend the approval of the ordinary resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ajay Ahlawat is concerned or interested, financial or otherwise, in the resolution set out at item No.3

ITEM NO: 4 - Re-Appointment of Mr. Sunay Krishna Khaitan as the Whole-Time Director Company

Re-Appointment of Mr. Sunay Krishna Khaitan as Whole Time Director, designated as Executive Director, will expire on 30th September, 2023. The Remuneration Committee after considering Mr. Sunay Krishna Khaitan vast managerial experience has recommended his re-appointment for further 3 years, i.e. from 1st October, 2023 to 30th September, 2026 on the following terms and conditions.

After considering the recommendation of the Remuneration Committee, the Board at its meeting held on 11th August 2023 re-appointed (subject to the approval of shareholders), him as a whole time director of the Company for a period of three years commencing 1st October, 2023.

A. Term and Termination

- a. Subject as hereinafter provided, the Agreement shall remain in force up the 30th September, 2026 i.e. for a period of 3 years from the Date of appointment unless terminated earlier.
- b. This appointment can be terminated by either party by three months' notice in writing to other.

B.

- a. The Executive Director shall devote his whole time and attention to the business of the Company perform such duties as may be entrusted to him by the Board from time to time separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and /or subsidiaries, including performing duties as assigned to the Executive Director from the time to time by serving on the board of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
- b. The Executive Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by Board.

NOTES: (cont)**C. Remuneration**

Remuneration proposed: Maximum Remuneration (within which the authority has been delegated to Remuneration Committee and the Board of Directors to fix the remuneration) as approved by Remuneration Committee and the Board of Directors, subject to the approval of Shareholders (1st October, 2023 to 30th September, 2026).

I. Salary: Rs. 3,50,000/- per month

ii. Commission:

Such remuneration by way of 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. The specific amount payable to Executive Director will be based on certain performance criteria to be laid down by the Board and will be payable annually after the annual Accounts have been approved by the Board of Directors

iii. Perquisites:

In addition to the salary, the following Perquisites which shall be restricted to an amount equal to their individual salary

Category I:

- i) Rent-free residential accommodation, failing which House Rent Allowance@ 60% of the salary.
- ii) The expenditure allowance incurred by the Company on Gas, Electricity, domestic help, water and furnishing shall be valued as per Income Tax Rules, 1962 and shall not exceed 10% of the salary.
- iii) City Compensatory Allowance @ 10% of the Salary.
- iv) The reimbursement of medical expenses actually incurred for self and family, in accordance with the Rules of Company.
- v) Leave Travel Assistance for self and family once in a year, incurred in accordance with the Rules of Company.
- vi) Fee of Club subject to a maximum of two Clubs. This will not include the Admission and/or Life Membership Fee.

Category II:

- i. The Company's contribution to Provident, Superannuation and other funds as per the rules. Such contribution will not be included in computation of the ceiling on perquisites to the extent, not taxable under the Income Tax Act, 1961.
- ii. Gratuity at the rate of half month's salary for every completed year of service as per rules of the Company, subject to the limits prescribed by the Central Government, which will not be included in the computation of ceiling on perquisites.
- iii. Earned Leave as per Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of ceiling on perquisites.

Category III:

- i) Provision of car with driver for use on Company's business, alternatively car/ conveyance expenses incurred on Company's business will be reimbursed at actual.
- ii) Group telephone facility at residence, provided that charges for all personal long distance calls shall not be borne by the Company
- iii) Group Personal Accident Insurance, Premium of which not to exceed Rs. 10000/- p.a.
- iv) He will not be entitled to receive any fee for attending any meeting of the Board or Committee thereof.
- v) The remuneration, designation, terms and conditions of his appointment can be altered and varied from time by the Board as it may, in his discretion, deem fit within the provisions of Sections 196, 197, 203 and Schedule V and other applicable of the Companies Act, 2013 read with applicable Rules.
- vi) In the event of absence or inadequacy of profits of the Company in any financial year during the period of the Executive Director's appointment, the Company shall pay to the Executive Director remuneration by way of salary, benefits, perquisites and allowances, performance linked bonus/commission, as specified above, subject to provision of the Act and Schedule V of the Act.

D. Information relevant to the appointment of Mr. Sunay Krishna Khaitan as the Executive Director as required under Section II of Part II of Schedule V of the Companies Act, 2013

1. General Information

a) Nature of Industry:

- i) Manufacture and Trading of Sugar and Agricultural output.



NOTES: (cont)

b) Date of Commencement:

The Company's business commenced commercial production since 1936

c) In case of new Companies expected date of commencement and activities as per project financial institutions appearing in the prospects: Not Applicable

d) Financial Performance based on given Indicators:

Particulars	Rs. In lakhs	
	2022-23	2021-22
Turnover	6508.68	5426.86
Net Profit/(Loss) before Tax	67.87	(328.54)
Net Profit/(Loss) after Tax as per Statement of Profit and Loss (before adjustment for other comprehensive income)	67.87	(328.54)
Amount Dividend	Nil	Nil
Rate of dividend declared (%)	Nil	Nil

e) Foreign Investment or collaborations, if any: NIL

2. 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 additional director of Khaitan (India) Limited in August, 2016.

During 2022-23 Mr. Sunay Krishna Khaitan attended 8 Meeting of the Board of Directors. He is also a Director of the following Companies:

Khaitan Lefin Limited.
Boisar Electricals and Appliances Limited.
Khaitan Hotels Private Limited

- 2) Past remuneration from the Company (including contribution to PF, Superannuation fund, Gratuity fund & commission)

Period	Total Rs. (p.a)
1 st April, 2022 to 31 st March, 2023	14,08,912.00
1 st April, 2021 to 31 st March, 2022	11,62,992.00

- 3) Recognition and awards: NIL

- 4) Job profile and his suitability: Mr. Sunay Krishna Khaitan, Executive Director is going to be vested with substantial powers of management under the superintendence, control and direction of the Board of Directors. He will also be involved in policy planning, vision and strategy and long term development activities of the Company.

- 5) Remuneration Proposed: As mentioned above

- 6) Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person:

The remuneration propose is commensurate with the respect to the industry, size of Company & profile of the person.

- 7) Pecuniary Relationship directly or indirectly with the Company or relationship with managerial personnel if any:

Besides the remuneration, Sri Sunay Krishna Khaitan does not have any pecuniary relationship with the Company. He is also one of the Promoters of the Company. The Board recommends the Resolution at item No. 4 of the Notice for approval by the member of the Company, None of the Directors, Key Managerial Personal or their relatives, except Mr. Sunay Krishna Khaitan, Executive Director of the Company are concerned or interested. In the resolution

NOTES: (cont)

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

Name of Director	SUNAY KRISHNA KHAITAN	AJAY AHLAWAT
Date of Birth (Age in years)	09-12-1991 (31 yrs.)	13-08-1968 (54 yrs.)
Date of Appointment	12-11-2016	21-10-2022
Expertise in specific functional area (Experience in year)	7 years in Marketing of Fans and Electrical appliances.	Colonel Ajay Ahlawat served in Indian Army for more than 2 decades and has been a sports person all his life. He has a wide range of experience in electronic vehicle manufacturing and trading. He also has experience in sports, administration, and international affairs.
Qualification	BSC (Economics & Finance)	National Defence Academy Khadkaswala, Pune pass out
Shareholding in the Company (either personally or on beneficial basis)	292079	NIL
List of other Public Limited Companies in which Directorship held	Khaitan Lefin Limited Boisar Electricals and Appliances Limited	Rissala Electric Motors Limited
Chairman/ Member of the Committees of the Board across all Public Companies in which he is a Director	NIL	NIL
Chairman/ Member of the Committees of the Board of the Company	Audit Committee (Member) Shareholder Relationship Committee (Member)	NIL
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	N.A.	N.A.
Terms and Conditions of appointment/re-appointment	Re-appointed as a whole time director of the Company for a period of 3 years commencing October 1, 2023.	Being Independent Directors for a period 5 years. Being Independent Directors, entitled to sitting fees only.
Remuneration sought to be paid/ last drawn	Details as per Annexure V of the Director Report.	Details as per Annexure V of the Director Report.
Number of Board Meetings attended during the year	8 nos. of B.M.	3 nos. of B.M.

