



khaitan (India) Limited
CIN No. L10000WB1936PLC008775

Phone : (033) 4050 5000
Fax : (033) 2288 3961

REF: KIL/2017-18

September, 5 2017

The National Stock Exchange of India Ltd.
BSE Ltd. (Bombay Stock Exchange).

Dear Sir,

Sub : Copy of Notice of Annual General Meeting scheduled to be held on Tuesday 26th September, 2017

Ref: BSE Security Code: 590068, NSE Symbol: KHAITANLTD

Please find enclosed herewith the notice of Annual General Meeting scheduled to be held on Tuesday 26th September, 2017 at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, 4th Floor, Kolkata 700 017 at 2.00 P.M. This is for your information and records.

Thanking You
Yours faithfully
for Khaitan (India) Limited

Sulekha Dutta
Company Secretary

Thanking You

Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex
Bandra East
MUMBAI - 400 051

Dept. of Corporate Services
BSE Limited
(Bombay Stock Exchange)
Floor 25, P.J.Towers, Dalal St.
MUMBAI - 400 001

NOTICE

NOTICE is hereby given that the Eightieth Annual General Meeting of KHAITAN (INDIA) LIMITED will be held on Tuesday 26th September, 2017 at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, 4th Floor, Kolkata 700 017 at 2.00 P.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 31st March, 2017, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sulekha Dutta (DIN: 07114240), who retires by rotation and being eligible, offers herself for re-appointment.
3. "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. V K Tulsyan & Co. LLP, Chartered Accountants, Kolkata (FRN 326740E/E300015) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. O.P. Sharma & Associates, Chartered Accountants, Kolkata (Registration No.: 500128N), retiring auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 85th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 85th Annual General Meeting, 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."

SPECIAL BUSINESS

4. Appointment of Mr. Sunay Krishna Khaitan (DIN 07585070) as Director

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Sunay Krishna Khaitan (DIN 07585070)**, who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting and 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 a Director of the Company."

5. Appointment and Remuneration of Mr. Sunay Krishna Khaitan (DIN 07585070) as an Executive Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary 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 thereunder, 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 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, 2017 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 currency 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 currency 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.

6. Appointment of Mr. Srawan Kumar Jajodia (DIN 00075546) as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 152, 160, 161, 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. Srawan Kumar Jajodia (DIN 00075546) 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 2022.”

“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.”

7. Ratification of Cost Auditors’ Remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions 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), enactment(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors

M/s AB & Company, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018, be paid remuneration of Rs. 15,000/- plus applicable Goods & Service Tax.”

“FURTHER RESOLVED 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.”

By Order of the Board of Directors
For Khaitan (India) Limited

Sulekha Dutta
Director-cum-Company Secretary

Registered Office
46C, J.L. Nehru Road,
Kolkata-700071
KOLKATA
CIN: [L10000WB1936PLC008775](#)
18th August, 2017

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.

The notice of the Annual General Meeting is being sent to the members, whose names appear in the register of members / depositories as at closing hours of business on Friday 25th August, 2017.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 19th September, 2017 to Tuesday 26th September, 2017 (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 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001.
8. The Registers under the Companies Act, 2013 is available for inspection at the Office of the Company at 46C, J.L. Nehru Road, Kolkata-700071 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 request with 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 shall open for inspection at office of the Company at 46C, J.L. Nehru Road, Kolkata-700071 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.
12. Members, desiring any information about the proposed resolution are requested to write to the company, at least 10 days in advance of the Annual General Meeting to facilitate compilation thereof.
13. The Director liable to retire in the ensuing AGM Mrs. Sulekha Dutta (DIN 07114240). Mrs. Sulekha Dutta aged 43 years (D.O.B. 21.08.1974) is a qualified Company Secretary. She is also Director in M/s Riga Sugars Ltd and M/s. Belsund Sugar and Industries Ltd. Her appointment will be beneficial to the company.
14. 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. Amit Choraria, proprietor M/s Amit Choraria & Co., Chartered Accountants, Membership No. 066838 as the Scrutinizer for this purpose.

- II. The instructions for shareholders voting electronically are as under :-
- i) The voting period begins on Saturday 23rd September, 2017 at 09:00 A. M. and ends on Monday 25th September, 2017 at 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 of 19.09.2017 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: (I.1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (I.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 | Enter the Bank Account Number as recorded in your demat account with the depository details or in the company records for your folio. |

| | |
|---------|--|
| Details | <p>Please enter the DOB or Bank Account Number in order to login.</p> <p>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.</p> |
|---------|--|

- 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.
- 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 you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify you 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.
- XXI The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 19.09.2017.
- XXII The shareholders shall have one vote per equity share held by them as on the cut-off date 19.09.2017. The facility of e-voting would be provided once for every folio/client ID, irrespective of number of joint holders.
- XXIII The Company has appointed Mr. Amit Choraria, proprietor M/s Amit Choraria & Co., Chartered Accountants, Membership No. 066838 as the Scrutinizer for this purpose for conducting the e-voting process in the fair and transparent manner.
- XXIV The Scrutinizer 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 favor or against, if any, forthwith to the Chairman of the Company.
- XXV The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.khaitansugar.com and on the website of CDSL immediately after the declaration of result by the Chairperson of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.
- XXVI The scrutinizer's decision on the validity of e-voting will be final.

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item Nos. 4 and 5

The Nomination and Remuneration Committee and Board of Directors at their meeting dated 18.08.2017 has approved to appoint Mr. Sunay Krishna Khaitan as Executive Director with effect from 01.10.2017, subject to approval of shareholders, on such terms and conditions and remuneration as set out here under:

A. Term and Termination

- a. Subject as hereinafter provided, the Agreement shall remain in force up to 30th September, 2020 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 giving three months notice in writing to other.

B. Duties & Powers

- a. The Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to

time and 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 business 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 time to time by serving on the boards 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 the Board.

C. Remuneration

Remuneration proposed: Remuneration as approved by the Remuneration Committee and the Board of Directors, subject to the approval of Share Holders (for the period from 1st October, 2017 to 30th September, 2020)

I. Salary : Rs.2,00,000/-per month

II. Commission:

Such remuneration by way of commission in addition to 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, he will be entitled to 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 Furnishings 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 the Company
- v) Leave Travel Assistance for self and family once in a year, incurred in accordance with the Rules of the 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 (Not to be considered as Perquisites)

Provision of car with driver for use on Company's business, alternatively car/conveyance expenses incurred on Company's business will be reimbursed at actuals.

Free telephone facility at residence, provided that charges for all personal long distance calls shall not be borne by the Company.

Group Personal Accident Insurance, premium of which not to exceed Rs.10,000/- p.a.

He will not be entitled to receive any fee for attending any meeting of the Board or a Committee thereof.

The remuneration, designation, terms and conditions of his appointment can be altered and varied from time to 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 provisions of the Companies Act, 2013 read with applicable Rules.

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 provisions of the Act and Schedule V of the Act.

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

I. GENERAL INFORMATION

1. Nature of Industry - (1) Manufacture and Trading of Sugar and Agricultural output and (2) Trading of electric fans, Lighting Products, Appliances, Wires and Cables & Pumps etc.
2. Date of Commencement - The Company's business commenced commercial production since 1936
3. In case of new Companies expected date of commencement and activities as per project financial institutions appearing in the prospects - Not Applicable

1. Financial Performance based on given indicators

Rs. in lakhs

| Particulars | Year ended 31st March, 2015 | Year ended 31st March, 2016 | Year ended 31st March, 2017 |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| Turnover (Sales) | 2664.98 | 912.22 | 1574.09 |
| Net Profit/(Loss) before Tax | (549.07) | (755.82) | 271.48 |
| Net Profit/(Loss) after Tax as per Statement of Profit and Loss | (558.72) | (755.83) | 271.48 |
| Amount of dividend | NIL | NIL | NIL |
| Rate of dividend declared (%) | NIL | NIL | NIL |

5. Export performance and net foreign Exchange Collaborations.

Rs. in lacs

| Particulars | Year ended 31st March, 2015 | Year ended 31st March, 2016 | Year ended 31st March, 2017 |
|---------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Foreign Exchange earnings | 0.00 | 0.00 | 0.00 |
| Outgo | 0.00 | 0.00 | 0.00 |

6. Foreign Investment or collaborations, if any - NIL

II. INFORMATION ABOUT THE APPOINTEE:

- Background details – Mr. Sunay K. Khaitan is a graduate (BSC in Economics and Finance) from Purdue University, Indiana, USA and Green belt in Lean 6 Sigma. Mr. Sunay K. Khaitan was appointed as additional director of Khaitan (India) Ltd in August, 2016. He is responsible for the strategic decision of starting the Marketing Division during the last year for trading of fans, appliances and other electronic items using the Brand “Khaitan”.

Mr. Sunay K. Khaitan is not a member of any Committee of the company.

The other Directorship of Sri Sunay K. Khaitan are as follows:

| Name of the Company | Board position held | Committee Membership |
|---|---------------------|----------------------|
| SKK FANS AND APPLIANCES PRIVATE LIMITED | Director | -- |

2. Past remuneration from the Company (including contribution to PF, Superannuation fund, gratuity fund & Commission) for last 3 years:

| Financial year | Remuneration (Rs. in lakh) |
|----------------|----------------------------|
| 2016-2017 | NIL |
| 2015-2016 | NIL |
| 2014-2015 | NIL |

3. Recognition and awards: Nil

4. Job profile and his suitability: Mr. Sunay K. 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 proposed is commensurate with respect to the industry, size of the Company & profile of the person.

7. Pecuniary Relationship directly or indirectly with the Company or relationship with managerial presence if any:

Besides the remuneration Sri Sunay K. 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 and 5 of the Notice for approval by the members of the Company. None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sunay K. Khaitan, Executive Director of the Company are concerned or interested, in the resolution.

Item Nos. 6

The Board (upon recommendations of Nomination and Remuneration committee) at their meeting held on 12.06.2017 appointed Mr. Sawan Kumar Jajodia as an Additional Director to hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Sawan Kumar Jajodia for the office of director. Accordingly, it is proposed to appoint Mr. Sawan Kumar Jajodia, as

Independent Director in terms of the provisions of the Companies Act, 2013 for five consecutive years, for a term ending at the conclusion of Annual General Meeting to be held during the financial year 2022.

Mr. Srawan Kumar Jajodia has good experience in Management and is also Director in several other companies. The Board considers that his association would be of immense benefit to the Company.

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. Srawan Kumar Jajodia 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 Board recommend the Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company. Except for Mr. Srawan Kumar Jajodia, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No. 7

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 31st March, 2018 at a remuneration of Rs. 15,000/- (inclusive of reimbursement of out of pocket expenses) plus applicable Goods & Service Tax.

In terms of the 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 no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution. The resolution as set out in item no. 7 of this Notice is accordingly commended for your approval.

Annexure A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on September 26, 2017

| NAME OF THE DIRECTORS | Sulekha Dutta | Sunay Krishna Khaitan | Srawan Kumar Jajodia |
|-----------------------------|---------------|-----------------------|----------------------|
| Date of Birth | 21/08/1974 | 09/12/1991 | 09/10/1964 |
| Date of Appointment | 13/03/2015 | 12/11/2016 | 12/06/2017 |
| Relationship with Directors | None | None | None |
| Qualification | B.com, CS | Bsc. (Economics & | Qualification by |

| | | | |
|---|---------------------|---|---------------|
| | | Finance), Purdue University, Indiana, USA, Green belt in lean Six Sigma | Experience |
| Board Membership of Other Companies as on March 31, 2017 | M/s Riga Sugar Ltd. | SKK Fans & Appliances Private Limited | List Enclosed |
| Chairman/Member of the Committee of the Board of Directors as on March 31, 2017 | NIL | NIL | NIL |
| Chairman / Member of the Committee Of Directors of Other Companies in which he/she is A Director as on March 31, 2017 | NIL | NIL | NIL |
| No. of Shares Held in the Company As on March 31, 2017 | NIL | 140600 | NIL |

LIST OF DIRECTORSHIP OF MR. SRAWAN KUMAR JAJODIA AS ON 31.03.2017

1. Assam Oil and Gas Limited
2. Amisha Engineering Private Limited
3. Warden Packaging and Containers Pvt. Ltd.
4. Warden Pack Pvt. Ltd.
5. Warden Oil & Gas Private Limited
6. Manori Estates Private Limited
7. Warden Infra Projects Private Limited
8. Warden International (Agencies)Pvt. Ltd.
9. Rajan Enterprises Private Limited
10. Warden Impex Private Limited
11. Warden Ports Infrastructure & Logistics Pvt. Ltd.
12. Winter Investment Company Private Limited
13. Konkan Investment Company Private Limited
14. Pragati Holdings Pvt. Ltd .
15. Grandiose Holdings co, Pvt. Ltd.
16. Candour Holdings & Trading Pvt. Ltd.
17. Rainbow Holding and Trading Pvt. Ltd.
18. Earnest Holdings & Trading Private Limited

KHATIAN (INDIA) LIMITED
46C J. L. Nehru Road, Kolkata - 700071
(CIN NO. [L10000WB1936PLC008775](#))

ATTENDENCE SLIP

To be handed over at the entrance of the Meeting Hall

| | |
|--|--|
| <p>.....</p> <p>Name of the attending Member (In Block Letters)</p> | <p>Members folio No.....</p> <p>DP.ID No.*</p> <p>Client ID No.*</p> |
| <p>Name of the Proxy (In Block Letters)</p> <p>(to be filled if the Proxy attends instead of the Member)</p> | |

No of Shares held

I hereby record my presence at the 80th Annual General Meeting of the Company to be held on Tuesday 26th September, 2017 at 2:00 pm at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, 4th Floor, Kolkata 700 017.

*Applicable for investors holding shares in electronic form.

.....
Member's / Proxy Signature

KHATIAN (INDIA) LIMITED
46C J. L. Nehru Road, Kolkata - 700071
(CIN NO. [L10000WB1936PLC008775](#))

PROXY FORM (FORM MGT – 11)

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Serial no:.....

Name of the Member(s) (In BLOCK Letters):.....

Registered Address:.....

E-mail ID:.....

Folio No./Client ID:.....

DP ID:.....

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

1.Name..... Address:.....
Email ID:.....Signature.....or failing him;

2.Name..... Address:.....
Email ID:.....Signature.....or failing him;

3.Name..... Address:.....
Email ID:.....Signature.....

as my/ our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80th Annual General Meeting of the Company, to be held on Tuesday 26th September, 2017 at 2:00 pm at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, 4th Floor, Kolkata 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:.

| Resolution No | Resolution | | |
|------------------------|---|-----|---------|
| Ordinary Business 1 | Adoption of Accounts for the financial year ended 31 st March, 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon | For | Against |
| 2 | Appointment of Mrs. Sulekha Dutta, Director who retire by rotation and offer herself for re-appointment | | |
| 3 | Appointment of M/s. V K Tulsyan & Co. LLP, Chartered Accountants, Kolkata (FRN 326740E/E300015) from the conclusion of this AGM till the conclusion of the next Annual General Meeting. | | |
| Special Business 4 | Appointment of Mr. Sunay Krishna Khaitan as Director of the Company. | | |
| 5 | Appointment and Remuneration of Mr. Sunay Krishna Khaitan as an Executive Director of the Company. | | |
| 6 | Appointment of Mr. Srawan Kumar Jajodia as an Independent Director for a period of five years till the conclusion of AGM to be held in the year 2022. | | |
| 7 | Ratification of remuneration payable to M/s. AB & Company, appointed as Cost Auditors of the Company for Financial Year 2017-18 | | |

Affix
Revenue
Stamp of Re.
1/-

Signed this day of, 2017 Signature of Shareholder.....

.....
Signature of first proxy holder Signature of Second proxy holder Signature of third proxy holder

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.
- a.2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 41st Annual General Meeting.
- a.3. It is optional to put an "X" in the appropriate column against the Resolution 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.
- a.4. Please complete all details of members (s) in above box before submission.