

KHANDELWAL EXTRACTIONS LTD.

51/47 , NAYAGANJ,
KANPUR-208001
Phones: 2313195, 2319610
Mobile No.: 09415330630
Email Id : kelknp@yahoo.com
Website: www.khandelwalextractions.com
CIN : L24241UP1981PLC005282

Ref. No. HO/SECY/18-19/33/

29th August, 2018

To,
The Listing Manager
BSE Ltd.
The Department of Corporate Services
PJ Towers, Dalal Street
MUMBAI -400001

Listing Centre: listing.bseindia.com

Sub: Notice of 36th Annual General Meeting

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III, please find enclosed herewith the notice of 36th Annual General Meeting of the Company scheduled to be held on Saturday, 29th September, 2018 at 4:00 pm at 50 MIG Bungalow, W Block, Keshav Nagar, Kanpur-208014. The notice of AGM together with the Annual Report for the F.Y. 2017-18 was dispatched to the shareholders on 28th August, 2018.

Kindly take the same on your records.

Thanking You.

Yours faithfully,
For Khandelwal Extractions Limited


Surabhi Pasari
(Company Secretary)

Encl: As above

KHANDELWAL EXTRACTIONS LIMITED

Registered office: 51/47, Nayaganj, Kanpur-208001

CIN: L24241UP1981PLC005282

Tel No: 2313195, 2318706(Fax)

Website: www.khandelwalextractions.com

Email: kelknp@yahoo.com

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of Khandelwal Extractions Ltd. will be held at 50 MIG Bungalow, W Block, Keshav Nagar Kanpur- 208014 on Saturday, the 29th September, 2018 at 4:00 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, 2018 and Report of the Board of Directors and Auditors' thereon.
2. To declare dividend on 5000 Preference Shares of Series II & Series III @ 12% for the financial year 2017-18 out of surplus in Profit & Loss A/c.
3. To ratify the payment of dividend on 30000, Cummulative Redeemable Preference Shares of Series I @ 12% for the period 01.04.2017 to 24.03.2018 out of surplus in Profit & Loss A/c.
4. To appoint a Director in place of Shri Vishwa Nath Khandelwal (DIN: 00161893), who retires by rotation and being eligible offers himself for re-appointment.
5. **Ratification of Appointment of Auditors and to fix their 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to recommendation of the Board of Directors, the Company hereby ratifies the appointment of M/s Gupta Vaish & Co, Chartered Accountants, Kanpur (ICAI Registration No. 005087C), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting to be held in year 2019 at such remuneration as fixed by the Board of Directors of the Company."

Further, shareholders are requested to take note that pursuant to the MCA amendment dated 07.05.2018, the first proviso to Section 139 (1) of the Company's Act, 2013, which talks about ratification of appointment of auditor by members at every annual general

meeting, is omitted. Hence, pursuant to the said amendment, the members of the Company are no longer required to ratify the appointment of auditors at every Annual General meeting.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution

As Special Resolution:

6. **“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 of The Companies Act, 2013 and any other applicable provisions, if any and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force read with Schedule V to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Vishwa Nath Khandelwal (DIN: 00161893) designated as Whole-Time Director (Works), not liable to retire by rotation except for compliance of Section 152 (6) of the Companies Act, 2013, for five (5) years with effect from 01.04.2019, on the terms and conditions as recommended by Nomination and Remuneration Committee and as contained in the Explanatory Statement attached to the notice.”

7. **“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification or re-enactment thereof) and subject to any other law for the time being in force and permissions and sanctions as may be necessary in this behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors (including Committee of Directors) of the Company to sell/lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company situated at Akrapur-Magarwara, Distt. Unnao including all licenses, permits, consent and approvals whatsoever to any suitable person/party(ies) in one or more tranches at such consideration and on such other terms and conditions as may be decided by the Board of Directors and to negotiate, prepare, settle, execute, deliver and finalize the lease/sale deed as the Board may deem appropriate in the best interest of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (including Committee of Directors) be and is hereby authorized to do all such acts, deeds and things, as may be necessary, without further referring to the members of the Company, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective

date, and finalizing and executing necessary documents including agreements, deeds, conveyance and such other documents as may be necessary or expedient in its own discretion from time to time and in the best interest of the Company to give effect to this Resolution.”

By order of the Board of Directors

Regd. Office:
51/47, Nayaganj, Kanpur – 208 001
Dated: 11th August, 2018

(SURABHI PASARI)
COMPANY SECRETARY

Notes:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of proxy in order to be effective must be received by the Company not less than 48 hours before the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies must be supported by an appropriate resolution/authority as applicable.
- b) The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- c) The Register of the members and Share Transfer books of the Company will remain closed from **23rd September, 2018 to 29th September, 2018** (both days inclusive).
- d) As decided by the Board of Directors, the dividend on Preference Shares, if declared, shall be payable to all the Preference shareholders whose name appears in the Register of members as on 29th September, 2018.
- e) All documents referred to in the accompanying notice are open for inspection at the Registered Office of Company between 2:00 P.M. to 4:00 P.M. on all working days except Saturday up to the date of Annual General Meeting.
- f) A Route Map showing directions to reach the venue of AGM is attached at the end of this Annual Report as per the requirement of the Secretarial Standard -2 on General Meetings.
- g) The particulars of Mr. Vishwa Nath Khandelwal, Director (Works) proposed to be reappointed by rotation, are given as under:

Mr. V.N. Khandelwal, aged 70 years, (DIN 00161893) presently Director (Works) in the capacity of Whole time Director (appointed by members in the 31st Annual General Meeting for 5 years i.e. till 31st March, 2019) is one of the promoter directors and is associated with the Company since inception and having an experience of more than 35 years in managing the solvent extraction plant. He has been devoting full time and attention to the affairs of the Company and has been responsible for production, quality control and related matters. His association with the Company has been very fruitful and beneficial. His reappointment is in the interest of the Company. He holds 29650 equity shares in the Company.

No Director and Key Managerial Personnel, except Mr. K N Khandelwal, Mr. Dinesh Khandelwal, being relative of Mr. V.N. Khandelwal, are concerned and interested in the resolution.

- h) Member's cooperation is solicited to furnish their latest address, e mail address, contact no. and PAN No. to enable the Company to communicate faster. **For any assistance, the member(s) may contact Mr. Dinesh Khandelwal –Director (Finance) & CFO on mobile no 08081252221 or 09415330630 or e-mail at kelknp@yahoo.com**
- i) The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) to enable the shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of the above Depository. The Company's ISIN No. is INE687W01010. **Further, shareholders are requested to note that the Securities and Exchange Board of India ("SEBI") vide its notification dated 08th June, 2018 has issued SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 which has mandated that the requests for transfer of securities will be processed only if the shares are held in dematerialized form. This provision is not applicable for transmission and transposition of securities. The said regulation shall come into force on one hundred and eightieth day from the date of its publication in the Official Gazette i.e. by 05th December, 2018. In view of the same, members are requested to dematerialize their securities in order to avoid any hassle while transferring the securities in future.**
- j) The Company has appointed M/s Alankit Assignments Limited, New Delhi as its Registrar and Share Transfer Agent (RTA) for providing services in respect of transfer and dematerialization of securities of the Company with NSDL.
- k) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- l) In terms of Section 108 of the Companies Act 2013 read with relevant applicable rules and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangement of e -voting through CDSL. Members have option to cast their vote by using electronic voting system from a place other than the venue of the meeting (remote e-voting).Members who wish

to cast the vote at AGM shall be provided a Ballot to cast their vote. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast/change their vote again in the meeting.

- m) The Company has appointed M/s. Banthia & Co. (Prop. Mr. G.K. Banthia) of Kanpur, Practicing Company Secretaries (C.P. No. 1405) as the Scrutinizer for conducting the e-voting and polling process in fair and transparent manner who have consented to be available for the same.
- n) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e 23rd September, 2018. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time.
- o) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.khandelwalextractions.com and on the website of CDSL www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchange(s).
- p) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 29th September, 2018.
- q) A copy of this notice has been placed on the website of the Company www.khandelwalextractions.com and on the website of CDSL www.evotingindia.com.

Instructions for the voting through electronic means

- (i) The voting period begins on 26th September, 2018 (10:00 am) and ends on 28th September, 2018 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2018 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.
- (iii) Click on Shareholders / Members
- (iv) Now enter your User ID:
 - a. For NSDL: 8 Character DP ID followed by 8 Digits Client Id
 - b. Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company are requested to enter 10 digits sequence number printed on address label pasted on cover page of Annual Report
DOB OR Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY) as recorded in your demat account or with the Company in order to login.
OR	If both the details are not recorded with the Depository or Company please enter the Folio number in Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will 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 is to be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Khandelwal Extractions 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 option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (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 out print of the voting done by you 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) 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. Apple and Windows phone users can download the app from the App Store and the

Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 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 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) Any person, who acquires shares of the Company and become the members after dispatch of the Notice and hold shares as on the cut off date i.e 23rd September, 2018 may follow the same instructions as mentioned above for E-voting.

(xxi) In case if 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 an email to helpdesk.evoting@cdslindia.com

Kind Attn: Shareholders

- SEBI has mandated vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 for updation of PAN and Bank details in the ledger folios of shareholders holding shares in physical form. Shareholders are requested to refer to the letter annexed at the end of this Annual Report as “**Annexure B**”.
- As per the Company’s record, it has been noticed that certain shareholders have still not surrendered their Letter of Allotment after paying balance call money due on allotment of partly paid shares, in exchange of their Share Certificates. According, the same are lying with the Company for a relatively long period of time. The Company has sent reminders to these shareholders to surrender their letter of allotment in exchange of their Share Certificates. Kindly consider this as our last and final reminder to all those shareholders who have not surrendered their Letter of Allotment in exchange of their Share certificates. In case we do not hear from you, the Company will proceed with the

formalities of depositing the unclaimed share certificates in the unclaimed Suspense Account with the Depository Participant to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 6

Mr. Vishwa Nath Khandelwal, who has been associated with the Company's activities since inception, has been holding office in the capacity of whole-Time Director (Works) in terms of approval accorded by members of the Company in the 31st Annual General Meeting held on 28th September, 2013 for a period of 5 years w.e.f. 01.04.2014. His present tenure would expire on 31.03.2019. The Board of Directors on the basis of recommendation of Nomination and Remuneration Committee has re-appointed him as Whole-Time Director (Works) for another period of five (5) years w.e.f 01.04.2019 on the remuneration package which is within the maximum permissible limit under Schedule V of the Companies Act, 2013. Fresh approval of the members by way of Special Resolution is being sought for the same.

Brief particulars of Mr. Vishwa Nath Khandelwal pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and additional information to be given to members in terms of Secretarial Standards on General Meetings (SS-2) is given below:

Category	Whole Time Director
Age	70 years
Qualification	M.Sc
Date of first appointment on the Board	24.04.1981
Brief resume of Director	Mr. Vishwa Nath Khandelwal is one of the promoter Directors and is associated with the Company since inception and having an experience of more than 35 years in managing solvent extraction plant. He has been devoting full time and attention to the affairs of the Company and has been responsible for production, quality control and related matters. His association with the Company has been very fruitful and beneficial.
Expertise in specific functional areas	Production and Quality Control
Directorship/Membership/Chairmanship held in Committees of Board of other companies	Nil
Number of shares held in the Company	29650
Relationship with other directors inter-se	Brother of Mr. Kailash Nath Khandelwal and Mr. Dinesh Khandelwal
No. of Board meetings attended in the year 2017-18	4 (Four) out of 4 (Four)
Remuneration last drawn	Details given in Form MGT-9

The followings are the terms and conditions as regards to salary and perquisites payable to him:

- i) Salary: Rs.52500/- per month

Category –A:

- a) Provident Fund: Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisite to the extent these, either singly or put together are not taxable under the Income Tax Act.
- b) Gratuity: Gratuity payable shall not exceed half-month's salary for each completed year of service subject to a ceiling as permitted under Gratuity Act.

Category – B:

Provision of Car for use on Company's business and telephones at residence will not be considered as perquisites. Personal long distance calls on telephones and use of car for private purpose shall be billed by the Company.

He shall not be entitled for any sitting fees for meeting of the Board or of any committee thereof attended by him .In the event of loss or inadequacy of profits in any financial year(s), the aforesaid remuneration shall be paid as minimum remuneration in accordance with the provisions of Companies Act, 2013 .The Board of Directors, in agreement with him, may pay lower remuneration than the remuneration here in before stipulated, or revise the same from time to time, within the maximum permissible limit under Schedule V of the Companies Act, 2013.

No Director and Key Management Personnel, except Mr. K N Khandelwal, Mr. Dinesh Khandelwal, and Mr. Vishwa Nath Khandelwal being relative to each other, are concerned and interested in the resolution.

Item No. 7

Due to continued unviability of the Company's operations because of non-availability of sufficient raw material at competitive prices resulting in higher production cost and with no visible improvement in operation due to excess capacity created in industry, it is not viable to run the solvent extraction plant of the Company situated at Akrapur-Magarwara, Distt. Unnao. Further, the Company's plant is now 33 years old and needs major replacement for which the Company does not have ample resources. Hence, it has been considered necessary to explore the possibilities of sale/lease, transfer and dispose off the whole or substantially the whole of the undertaking or in piece meal, plant and machinery, land and building separately to fetch better value to suitable party/parties in one or more tranches at such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company. Approval of members is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company in terms of provisions of Section 180 (1) (a) of the Companies Act, 2013.

The Board of Directors therefore recommends the special resolution as set out in Item No. 7 in the notice of AGM.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested financially or otherwise in the above resolution.

KHANDELWAL EXTRACTIONS LIMITED
(CIN: L24241UP1981PLC005282)
Regd. Office: 51/47 Naya Ganj, Kanpur-208001
E-mail:kelknp@yahoo.com Website: www.khandelwalextractions.com
Phone: +91-512- 2313195 Fax (Office):91-512-2318706

Attendance Slip

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company to be held on Saturday, 29th September 2018, at 4.00 P.M at 50 MIG Bungalow, W Block, Keshav Nagar, Kanpur 208014.

.....
Member's Folio No.

.....
Member's/Proxy's name
In Block Letters

.....
Member's /Proxy's Signature

Note: Please complete the Folio No. and name, sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.

PROXY FORM

Name of the member(s):			
Registered address:			
E-mail ID			
Folio No.			
I/We being the member(s) holdingshares of Khandelwal Extractions Limited hereby appoint:			
1	Name.....	Address.....	
	E-mail id.....	Signature.....	Or failing him;
2	Name.....	Address.....	
	E-mail id.....	Signature.....	Or failing him;
3	Name.....	Address.....	
	E-mail id.....	Signature.....	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held at 50 MIG Bungalow, W Block, Keshav Nagar, Kanpur, 208014 on Saturday, 29th Sept, 2018 at 4.00 p.m. and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	RESOLUTIONS	Optional (✓)	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements & Reports of the Directors and Auditors for the year ended 31 st March, 2018		
2.	Declaration of Dividend on Preference Shares for F.Y. 2017-18		
3.	Ratification of payment of Dividend on Preference Shares for the period 01.04.2017 to 24.03.2018		
4.	Re-appointment of Mr. Vishwa Nath Khandelwal who retires by rotation.		
5.	Ratification of appointment of M/s Gupta Vaish & Co., Chartered Accountants as Auditors and fixing their remuneration.		
Special Business/Special Resolution			
6.	Re-appointment of Mr. Vishwa Nath Khandelwal as Whole-Time Director (Works) for 5 years.		
7.	Sell/lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company situated at Akrampur-Magarwara, Distt. Unnao.		
		Affix Revenue Stamp of Rs.1/-	

Signed this.....day of September, 2018

Signature of shareholder.....

Signature of Proxy holder(s).....

Note:

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 Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 36th Annual General Meeting.

MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF KHANDELWAL EXTRACTIONS LIMITED

VENUE: 50 MIG BUNGALOW, W BLOCK, KESHAV NAGAR, KANPUR-208014 (Near Aman Paradise)

