

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 September, 2018

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

Listing Centre: listing.bseindia.com

Sub: Proceedings of 36th Annual General Meeting

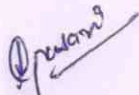
Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III, please find enclosed herewith the proceedings of 36th Annual General Meeting of the Company held on Saturday, 29th September, 2018 at 4:00 P.M. at 50 MIG Bungalow, W Block, Keshav Nagar, Kanpur-208014.

Kindly take the same on your records.

Thanking You.

Yours faithfully,
For Khandelwal Extractions Limited


Surabhi Pasari
(Company Secretary)

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**BRIEF PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING OF M/S
KHANDELWAL EXTRACTIONS LIMITED HELD ON SATURDAY, 29TH
SEPTEMBER, 2018 AT 4:00 P.M. AT 50 MIG, W BLOCK, KESHAV NAGAR,
KANPUR -208014**

MEMBERS PRESENT:

Total No. of members as on the cut-off date	2041
No. of members present in person	16
No. of members present by proxy	-
Total no. of members present (in person & proxy)	16

All the Directors, Representative of Statutory Auditor, Chairman of all the Committees, Scrutinizer and Secretarial Auditor appointed for E-voting/poll attended the meeting as per the records of attendance register.

Ms. Surabhi Pasari, Company Secretary welcomed the members and Auditors present at the 36th Annual General Meeting of the Company. Thereafter, Shri K. N. Khandelwal chaired the proceedings of the meeting. Mr. Ashok Gupta, Independent Director chaired the proceedings in respect of item of business where Shri K.N. Khandelwal was deemed to be interested.

The Chairman confirmed that the requisite quorum was present and declared the meeting as properly constituted.

The Registers and documents as statutorily required to be made available at the AGM, were available for inspection during the meeting.

With the consent of members present, the Notice dated 11.08.2018 convening the AGM was taken as read.

The Independent Auditors Report dated 26.05.2018 on the audited accounts for the financial year 2017-18 and Secretarial Audit Report dated 26.05.2018 for the financial year ended 31st March, 2018 were read.

The Company Secretary informed the members that the Company provided E-voting facility to the members holding shares as on the cut-off date, 23rd September, 2018 on all the 7 resolutions set forth in the notice through CDSL. The remote e-voting facility was kept open from 26th September, 2018 (10:00 am) to 28th September, 2018 (5:00 pm). Mr. G.K. Banthia,



Prop. M/s Banthia & Co., Practicing Company Secretary, Kanpur was appointed as the Scrutinizer by the Board of Directors for the purpose of E-voting and physical voting process.

No voting by show of hands was provided. The members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through ballot papers distributed at the venue of the meeting. No member voted through ballot papers.

The Chairman informed that the voting results will be announced within 48 hours of the conclusion of this Annual General Meeting. He also stated that the voting results along with the Scrutinizer's report prepared by Mr. G.K. Banthia, would be uploaded on the Company's website i.e. www.khandelwalextractions.com and on the website of CDSL i.e. www.evotingindia.com. The voting results along with the Scrutinizer's report will simultaneously be communicated to BSE Ltd.

The Chairman gave an overview of the financial performance of the Company during the year 2017-18 and invited comments on the Annual accounts, Annual Report and notice to the Annual General Meeting which were duly addressed by Director (Finance) & CFO. Clarifications were also provided to the queries raised by the members.

The Chairman also apprised the members about future industry scenario vis a vis our Company which shall have long term effect and explained the reasons for seeking approval of the members for sale/lease or otherwise disposing off the Company's undertaking situated at Unnao.

The following items of business as per the notice of 36th Annual General Meeting dated 11th August, 2018 were transacted at the meeting:

AS ORDINARY RESOLUTION:

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 Auditor's 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, Cumulative 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. To ratify the appointment of M/s Gupta Vaish & Co. as statutory auditors and fix their remuneration.



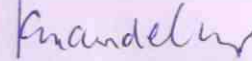
AS SPECIAL RESOLUTION:

6. To re-appoint Mr. Vishwa Nath Khandelwal as Whole-time Director (Works) for a period of 5 years w.e.f. 01.04.2019.
7. 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.

The Chairman expressed his gratitude to the shareholders. Thereafter, the meeting was concluded with a vote of thanks to the chair.

Place: Kanpur
Date: 29.09.2018

For Khandelwal Extractions Limited



K.N. Khandelwal
(Chairman)
DIN: 00037250