

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/16-17/33/

20th August, 2016

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 34th 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 34th Annual General Meeting of the Company scheduled to be held on Saturday, 24th September, 2016 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. 2015-16 was dispatched to the shareholders on 20th August, 2016.

Kindly take the same on your records.

Thanking You.

Yours faithfully,
For Khandelwal Extractions Limited


Surabhi Pasari
(Company Secretary)
ACS: 38694

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 34th Annual General Meeting of Khandelwal Extractions Ltd. will be held at 50 MIG Bungalow, W Block, Keshav Nagar Kanpur- 208014 on Saturday, the 24th September, 2016 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, 2016 and Report of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Shri V.N. Khandelwal (DIN: 00161893), who retires by rotation and being eligible offers himself for re-appointment.
3. **Appointment of Auditors**

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

"RESOLVED THAT M/s P.L. Tandon & Co, Chartered Accountants, Kanpur (ICAI Registration No. 000186C), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting at such remuneration as fixed by the Board of Directors of the Company."

The retiring Auditors, M/s P.L. Tandon & Co, Chartered Accountants, Kanpur (ICAI Registration NO. 000186C), are eligible for re-appointment in terms of Section 141 of The Companies Act, 2013.

SPECIAL BUSINESS

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

As Special Resolution:

4. **"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. Dinesh Khandelwal (DIN: 00161831) designated as Director (Finance) & CFO, not liable to retire by rotation, except for compliance of Section 152 (6) of the Companies Act, 2013, for three (3) years with effect from 01.04.2017, on the terms and conditions as recommended by Nomination and Remuneration Committee and as contained in the Explanatory Statement attached to the notice.

By order of the Board of Directors

Regd. Office:
51/47, Nayaganj, Kanpur – 208 001
Dated: 8th August, 2016

(SURABHI PASARI)
COMPANY SECRETARY

Notes:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT 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 Register of the members and Share Transfer books of the Company will remain closed from 18th September, 2016 to 24th September, 2016 (both days inclusive).
- c) 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.
- d) The particulars of Mr. V.N. Khandelwal, Director proposed to be reappointed by rotation, are given as under:

Mr. V.N. Khandelwal, aged 68 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 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, is concerned and interested in the resolution.

- e) Member's cooperation is solicited to furnish their latest address, e mail address, contact phone 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 email kelknp@yahoo.com**
- f) In terms of Section 108 of the Companies Act 2013 read with relevant applicable rules and pursuant to 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.
- g) 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.
- h) 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 18th September, 2016. 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.
- i) 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. The results will simultaneously be communicated to the Stock Exchange(s).
- j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e September 24, 2016.

- k) A copy of this notice has been placed on the website of the Company and on the website of CDSL.

Instructions for the voting through electronic means

- (i) The voting period begins on 21st September, 2016 (10:00 am) and ends on 23rd September, 2016 (5:00 p.m). During this period shareholders’ of the Company, holding shares as on the cut-off date of 18th September, 2016 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.
- (iv) Now enter your User ID: Members should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department 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 with the Company in order to login.
OR	If both the details are not recorded with the Company please enter the Folio number in Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members will then directly reach the Company selection screen.
- (ix) The details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for M/s. Khandelwal Extractions Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) **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.
- (xviii) 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 18th September, 2016 may follow the same instructions as mentioned above for E-voting.
- (xix) 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

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

Item No. 4

In the AGM held on 27th September 2014, the members have consented for appointment of Mr. Dinesh Khandelwal as Director –Finance and CFO for three (3) years with effect from 01.04.2014. The Board on the basis of recommendation of Nomination and Remuneration Committee has re-appointed him as Director (Finance) & CFO for another period of three (3) years w.e.f 01.04.2017 on the remuneration package which is within the maximum permissible under Schedule V of the Companies Act 2013. Fresh approval of the members is being sought for the same. The followings are the terms and conditions as regards to salary and perquisites payable to him:

Salary: Rs.55000/- per month in the scale of Rs.55000-2500-60000.

Performance Linked Incentive: As may be decided by the Board on the recommendation of Nomination & Remuneration committee

Perquisites:

Category – A:

Housing: House Rent Allowance – 40% of the Basic Salary.

Medical reimbursement: Reimbursement of the expenses for self and family subject to a ceiling of 5% of basic salary accumulated over a period of 3 years.

Leave Travel Concession: Leave Travel Concession for self and his family once in a year incurred in accordance with the Rules of the Company.

Personal Accident Insurance: premium not to exceed Rs.4000/- per annum/ as per Company's rules.

EXPLANATION:

For the purpose of Category 'A' family means the spouse, the dependent children and dependent parents.

Category –B:

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.

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 – C:

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 limit stipulated by this resolution.

Mr. Dinesh Khandelwal, aged 63 years, (DIN: 00161831) a commerce graduate, carries 35 years of experience in dealing with Company's finances, banking and commercial functions and he is associated with the Company since inception i.e. 24.04.1981. He holds 42000 equity shares in the Company. The remuneration paid to him in 2015-16 is given in Form No. MGT-9. His association is immense for the Company's affairs. The remuneration as proposed in the resolution is very well justified considering his devotion and full time attention to the Company's business. The directors therefore recommend the resolution set as item no. 4 as Special resolution.

No Director and Key Management Personnel, except Mr. K N Khandelwal, Mr. V N Khandelwal, and Mr. Dinesh Khandelwal being relative to each other, are concerned and interested in the 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 34th Annual General Meeting of the Company to be held on Saturday, 24th September 2016, 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 34th Annual General Meeting of the Company to be held at 50 MIG W Block Keshav Nagar Kanpur 208014 on Saturday, 24thSept, 2016 at 4.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		RESOLUTIONS	Optional ()	
Ordinary Business			For	Against
1.		Adoption of Audited Financial Statements & Reports of the Directors and Auditors for the year ended 31 st March, 2016		
2.		Re-appointment of Mr. V.N. Khandelwal who retires by rotation		
3.		Appointment of M/s P.L. Tandon & Company, Chartered Accountants as Auditors		
Special Business/Special Resolution				
4.		Re-appointment of Mr. Dinesh Khandelwal as Director (Finance) & CFO		
			Affix Revenue Stamp of Rs.1/-	

Signed this.....day of September, 2016

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 34th Annual General Meeting.