

**KHANDELWAL EXTRACTIONS LTD.**

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

Ref. No. HO/SECY/17-18/33/

28<sup>th</sup> August, 2017

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 35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Saturday, 23<sup>rd</sup> September, 2017 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. 2016-17 was dispatched to the shareholders on 25<sup>th</sup> August, 2017.

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 35<sup>th</sup> Annual General Meeting of Khandelwal Extractions Ltd. will be held at 50 MIG Bungalow, W Block, Keshav Nagar Kanpur- 208014 on Saturday, the 23<sup>rd</sup> September, 2017 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 31<sup>st</sup> March, 2017 and Report of the Board of Directors and Auditors' thereon.
2. To declare Dividend on 30000 Preference Shares of Series I @ 12%; on 5000 Preference Shares of Series II @ 12% for the financial years 2014-15, 2015-16 and 2016-17; and on 5000 Preference Shares of Series III @ 12% for the period 10.10.14 to 31.03.15, 2015-16 and 2016-17.
3. To appoint a Director in place of Shri Dinesh Khandelwal (DIN: 00161831), who retires by rotation and being eligible offers himself for re-appointment.
4. **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** 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 Audit Committee and Board of Directors, M/s Gupta Vaish & Co, Chartered Accountants, Kanpur (ICAI Registration No. 005087C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of 35<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 40<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) at such remuneration as fixed by the Board of Directors of the Company."

By order of the Board of Directors

Sd/-

(SURABHI PASARI)

COMPANY SECRETARY

Regd. Office:

51/47, Nayaganj, Kanpur – 208 001

Dated: 16<sup>th</sup> August, 2017

**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 Register of the members and Share Transfer books of the Company will remain closed from 17<sup>th</sup> September, 2017 to 23<sup>rd</sup> September, 2017 (both days inclusive).
- c) 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 23<sup>rd</sup> September, 2017.
- d) 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.
- e) The particulars of Mr. Dinesh Khandelwal, Director (Finance) & CFO proposed to be reappointed by rotation, are given as under:

Mr. Dinesh Khandelwal, aged 64 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 is devoting full time attention in the Company's affairs and closely associated with various Company's activities. His association is of immense value for the Company's affairs. He holds 42000 equity shares in the Company.

In the last AGM, the members had approved his appointment as Director (Finance) & CFO for three (3) years w.e.f. 01.04.2017.

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

- f) 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](mailto:kelknp@yahoo.com)**
- g) 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. The Company is taking steps to enter into necessary arrangement with Central Depository Services (India) Limited (CDSL) also.
- h) 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/CDSL.
- i) 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.
- j) 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.
- k) 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.
- l) 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 17<sup>th</sup> September, 2017. 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.

- m) 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](http://www.khandelwalextractions.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results will simultaneously be communicated to the Stock Exchange(s).
- n) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 23<sup>rd</sup> September, 2017.
- o) A copy of this notice has been placed on the website of the Company [www.khandelwalextractions.com](http://www.khandelwalextractions.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

#### **Instructions for the voting through electronic means**

- (i) The voting period begins on 20<sup>th</sup> September, 2017 (10:00 am) and ends on 22<sup>nd</sup> September, 2017 (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 17<sup>th</sup> September, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now enter your User ID:
- For NSDL: 8 Character DP ID followed by 8 Digits Client Id
  - 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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.
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- (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](http://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](mailto: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](mailto: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 17<sup>th</sup> September, 2017 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](http://www.evotingindia.com) , under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**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 35<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 23<sup>rd</sup> September 2017, 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) holding .....shares 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 35<sup>th</sup> Annual General Meeting of the Company to be held at 50 MIG Bungalow, W Block, Keshav Nagar, Kanpur, 208014 on Saturday, 23<sup>rd</sup> Sept, 2017 at 4.00 p.m. and at any adjournment thereof in respect of such resolutions as 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 <sup>st</sup> March, 2017		
2.		Declaration of Dividend on Preference Shares for F.Y. 2014-15, 2015-16 and 2016-17.		
3.		Re-appointment of Mr. Dinesh Khandelwal who retires by rotation.		
4.		Appointment of M/s Gupta Vaish & Co., Chartered Accountants as Auditors and fixing their remuneration.		
			Affix Revenue Stamp of Rs.1/-	

Signed this.....day of September, 2017

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 35<sup>th</sup> Annual General Meeting.