

28th August, 2021

To,
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001, Maharashtra

Scrip ID / Code: KDML / 539788

Subject: Notice of 10th Annual General Meeting, Book Closure and Voting Information of the Company

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure General Requirements) Regulations, 2015, we are pleased to enclose herewith Notice of 10th Annual General Meeting of Members of the Company alongwith Book Closure and Voting Information.

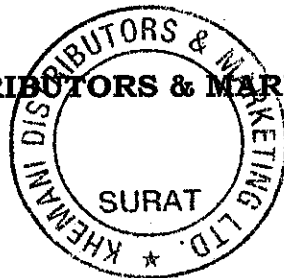
Please be noted that 10th Annual General Meeting of Members of the Company is scheduled to be held on Wednesday, 22nd September, 2021 at 3:00 p.m. at the Registered Office of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan Road, Surat-394210, Gujarat.

Kindly take the same on your record and oblige.

Thanking you,

For KHEMANI DISTRIBUTORS & MARKETING LIMITED


VAISHALI PUNJABI
Company Secretary
ACS: 48695



Encl.: As above

Khemani Distributors & Marketing Limited

NOTICE OF 10th ANNUAL GENERAL MEETING

NOTICE is hereby given that **10th Annual General Meeting** of the Members of **KHEMANI DISTRIBUTORS AND MARKETING LIMITED** will be held at **Registered Office** of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan Road, Surat-394210, Gujarat on **Wednesday, the 22nd September, 2021 at 3:00 p.m.** to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Report of Board of Directors:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon be and are hereby adopted”.

2. Appointment of Mr. Vijaykumar Khemani as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Vijaykumar Khemani, Chairman and Managing Director (DIN: 02227389), who retires by rotation pursuant to the Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Vijaykumar Khemani, Chairman and Managing Director (DIN: 02227389), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as Director of the Company.”

3. Appointment of B Chordia & Co., Chartered Accountants, as the Statutory Auditors of the Company:

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), B Chordia & Co., Chartered Accountants (Firm Registration No. 121083W) be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held in the year 2026-27, on such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director or KMP of the Company be and are severally authorized to settle any question, difficulty or doubt that may arise in this regard and to file, sign, verify and execute all such e-forms, papers or documents as may be required and to do all such acts, deeds, matters and things as may be necessary for giving effect to this Resolution.”

By Order of the Board of Directors

KHEMANI DISTRIBUTORS AND MARKETING LIMITED



Vaishali
VAISHALI PUNJABI

Company Secretary & Compliance Officer

ACS: 48695

Place: Surat

Date: 25-08-2021

NOTES:

1. The Company is listed with BSE on SME platform.
2. The relevant details as required under Regulation 36(3) and 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director as mentioned under Item No. 2 of the Notice is annexed thereto.
3. A Member entitled to attend and vote at an Annual General Meeting (AGM) is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not be a Member of the Company.

A person can act as proxy on behalf of not more than fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for Inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the Meeting. A proxy form is annexed herewith.

4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Only Bonafide Members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 11th September, 2021 to Wednesday, 22nd September, 2021 (both days inclusive)** for AGM.
8. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
9. The Members, holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. In light of the MCA and BSE Circulars with respect to the COVID-19 Outbreak for Annual Report for this AGM, the Shareholders who have not submitted their email addresses and in consequence to whom the Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: <https://www.bigshareonline.com/InvestorRegistration.aspx>
12. Non-resident Indian Shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following: -
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.
13. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her queries to the Company on registered email id.: investors@khemanigroup.net at least seven days prior to the meeting so that the required information can be made available at the Meeting.
14. Electronic copy of the Annual Report 2020-21 is being sent to those Members whose email address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that this Notice of AGM and Annual Report is being made available on the Company's website www.khemanigroup.net.
15. Voting through Ballot Paper:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as amended, the Company is not mandatorily required to provide e-voting facility to its Members, as per the Exemptions available to SME Listed Companies.
 - II. The facility for voting through polling paper (ballot paper) shall be made available at AGM and the Members attending the meeting will be able to exercise their right at the meeting through ballot paper.
 - III. **The cut-off date for the purpose of voting at the AGM shall be Wednesday, 15th September, 2021.** The voting right of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date.
 - IV. Poll is conducted under the supervision of the Scrutinizer appointed for voting. The decision of Scrutinizer on validity of vote will be final.
 - V. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those Members who are present at the meeting.

- VI. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
16. The Board of Directors of the Company has appointed Mr. Bhaveshkumar Rawal, Company Secretary in Practice, Surat as the Scrutinizer to conduct and provide voting and poll facility to the members at an AGM.
 17. The Scrutinizer, after scrutinizing the votes cast at the meeting (through Poll), will, not later than forty-eight (48) hours of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.khemanigroup.net. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.
 18. Queries proposed to be raised at the AGM may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information for replying in the meeting.
 19. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan Road, Surat-394210, Gujarat between 10:00 a.m. to 5:00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.
 20. The route map showing directions to reach the venue of the meeting is annexed.

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-Appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on “General Meeting”:

Item No. 2:

To appoint a Director in place of Mr. Vijaykumar Khemani, Chairman and Managing Director (DIN: 02227389), who retires by rotation pursuant to the Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

Name of the Director	Mr. Vijaykumar Khemani
Director Identification Number (DIN)	02227389
Designation / Category	Chairman and Managing Director (Executive)
Age	74 Years
Date of Appointment on the Board	06-01-2011
Nationality	Indian
No. of Board Meetings attended during the year 2020-21	7 of 7
Qualifications	Higher Secondary

Experience (including Expertise in specific functional area)	<ul style="list-style-type: none"> • He is the Pioneer of the Company and has been on Board since Inception. • He has been appointed as Managing Director of the Company w.e.f. 02-01-2016. • He has over 5 Decades of rich experience across various Business. Under his Leadership, the entire Khemani Group has grown from Scratch to what it is Today. • He is the Guiding Force behind the Strategic Decisions of our Company and has been instrumental in Planning and Formulating the Overall Business Strategy and Developing Business Relations for our Company. • He plays an instrumental role in taking major policy decisions of our Company. • He handles daily Business Issues, manage Company Associations and recognizes Business Opportunities.
Terms and conditions of appointment or re-appointment	<ul style="list-style-type: none"> • He is the Chairman and Managing Director of the Company. • He will be liable to retire by rotation. • Remuneration terms will be applicable as per Section 197 of Companies Act, 2013.
Remuneration	Rs. 1,80,000/-
Shareholding in the Company	47,94,000 Equity Shares (20.87%)
Directorship in the other Entities	<ul style="list-style-type: none"> • BSAS Infotech Limited • Tibbs Foods Private Limited • StepUp Arogyam India Private Limited
Membership / Chairmanship in Committees of the Company	Membership in: <ul style="list-style-type: none"> • Stakeholder Grievances Committee • Corporate Social Responsibility Committee
Membership / Chairmanship in Committees (Other than Khemani Distributors and Marketing Limited)	Nil
Relationship with other Director(s), Manager and KMP	Mr. Vijaykumar Khemani is the <ul style="list-style-type: none"> • Father of Mr. Amitkumar Khemani, Whole Time Director & CFO of the Company; and • Father-in-Law of Mrs. Anupa Khemani, Non-Executive Director of the Company.

EXPLANATORY STATEMENT

In terms of Regulation 36(5) of the Listing Regulations

Item No. 3:

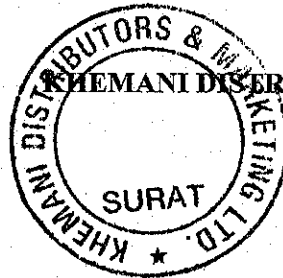
At the 5th Annual General Meeting (AGM) of the Company held on 28th September, 2016, the Shareholders had approved the appointment of C.P. Jaria & Co., Chartered Accountants, Surat (FRN: 104058W) as Statutory Auditors of the Company, to hold office till the conclusion of the 10th AGM.


As the term of C.P. Jaria & Co., Chartered Accountants, Surat is getting expire at this 10th AGM, the Board of Directors at their meeting held on 25th August, 2021, based on recommendations of the Nomination and Remuneration Committee and approval of Audit Committee, have approved the Appointment of B Chordia & Co., Chartered Accountants, Surat (Firm Registration Number 121083W), as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this AGM till the conclusion of 15th AGM. The re-appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, B Chordia & Co., Chartered Accountants, have provided their consent and eligibility certificate to that effect that, their appointment, if made, would be in compliance with the applicable laws.

The remuneration to be paid to Statutory Auditors during their term shall be mutually agreed between the Board of Directors and Statutory Auditors, from time to time.

Place: Surat
Date: 25-08-2021



By Order of the Board of Directors
KHEMANI DISTRIBUTORS AND MARKETING LIMITED

VAISHALI PUNJABI
Company Secretary & Compliance Officer
ACS: 48695

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

CIN: L74300GJ2011PLC063520

Reg. Office: Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan
Road, Surat-394210, Gujarat

Email: investors@khemanigroup.net Website: www.khemanigroup.net

Contact: +91-9737747888 / +91-7818081234

ATTENDANCE SLIP

[Duly filled Attendance Slip to be submitted at the Entrance of the Meeting Hall]

Name of the Registered Shareholder	
DP. Id. / Client Id. / Folio No.	
Name of Proxy [To be filled in if the Proxy attends the AGM instead of Shareholder]	
No. of Shares held	

I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 10th Annual General Meeting of the Company being held at the Registered Office of the Company on Wednesday, the 22nd September, 2021 at 3:00 p.m.

Name of Shareholder / Proxy: _____

Signature of Shareholder / Proxy: _____

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

CIN: L74300GJ2011PLC063520

Reg. Office: Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan Road,
Surat-394210, Gujarat

Email: investors@khemanigroup.net Website: www.khemanigroup.net

Contact: +91-9737747888 / +91-7818081234

FORM NO. MGT-11**PROXY FORM**

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

Name of Member(s)	:	
Registered Address	:	
E-Mail Id	:	
DP. Id. / Client Id. / Folio No.	:	

I / We, being the Member of _____ Shares of the above named Company, hereby appoint.

1.	Name	
	Address	
	E-mail Id	
	Signature	or failing him / her

2.	Name	
	Address	
	E-mail Id	
	Signature	or failing him / her

3.	Name	
	Address	
	E-mail Id	
	Signature	or failing him / her

as my / our Proxy to attend and vote for me / us and on my / our behalf at the 10th AGM of the Company to be held on Wednesday, the 22nd September, 2021 at 3:00 p.m. at the Registered Office of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan Road, Surat-394210, Gujarat and at any adjournment thereof in respect of Resolutions indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	Adoption of Financial Statements and Report of Board of Directors.
2	Appointment of Mr. Vijaykumar Khemani as a Director liable to retire by rotation.
3	Appointment of B Chordia & Co., Chartered Accountants, as the Statutory Auditors of the Company

Affix a Rs.
1/-
Revenue
Stamp

Signed this _____ day of _____ 2021.

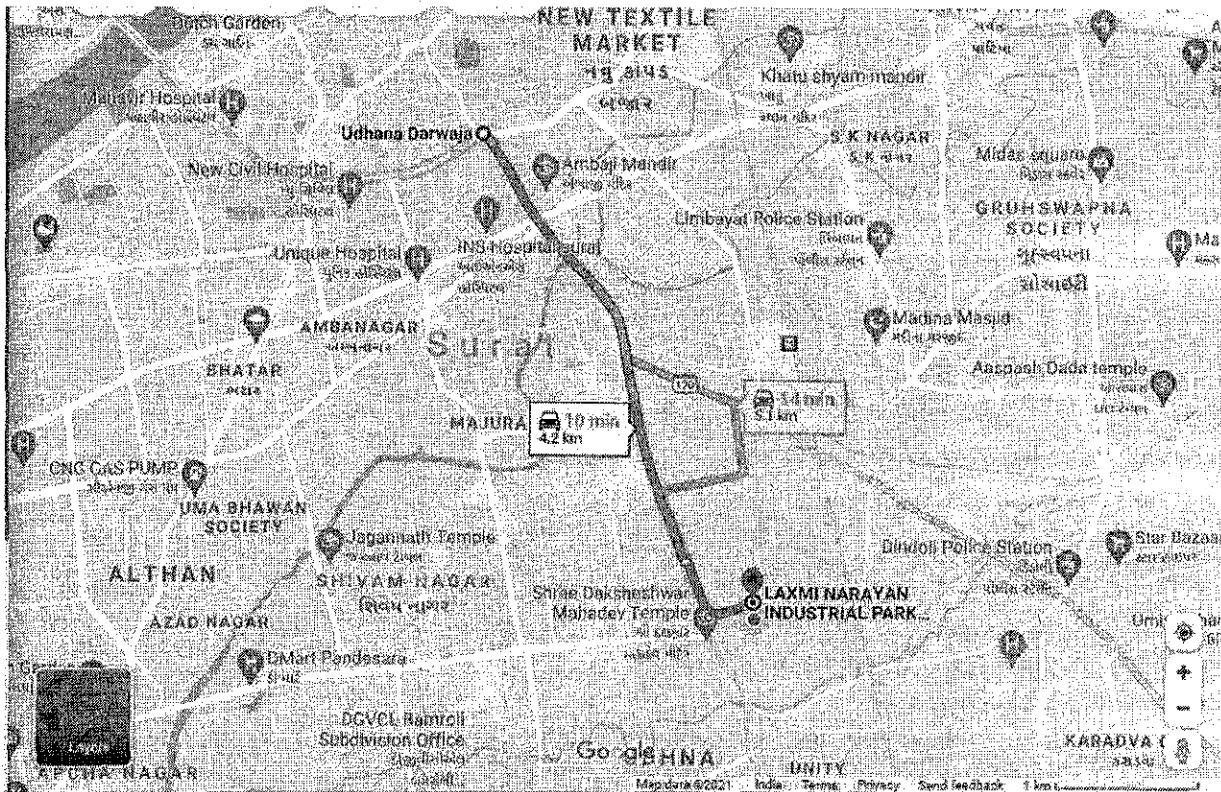
Signature of Shareholder: _____

Signature of Proxy: _____

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

ROUTE MAP TO THE VENUE OF THE 10TH ANNUAL GENERAL MEETING



IF UNDELIVERED;

Please return to:

KHEMANI DISTRIBUTORS AND MARKETING LIMITED

Plot No. D/91-92, Laxminarayan Industrial Park,
BRC Compound, Udhna, Bhestan Road,
Surat-394210, Gujarat
Contact: +91-9737747888 / +91-7818081234

