



KHEMANI

To,
BSE Limited,
Corporate Relationship Department,
P. J. Towers,
Dalal Street, Fort,
Mumbai- 400001

Scrip ID - KDML
Scrip Code - 539788

Sub: - Notice of the Annual General Meeting.

Dear Sir/Madam,

Kindly find enclosed herewith notice and Ballot Paper of 8th Annual General Meeting of the Company to be held on Monday, 16th September 2019 at 2:00 p.m. at Plot No. D 91/92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan, Surat-394210 Gujarat. These details were also given in outcome of Board Meeting dated 03.08.2019.

The notice of Annual General Meeting is also available on the website of the Company www.khemanigroup.net.

This is for your information and record.

Yours Faithfully,

For Khemani Distributors & Marketing Limited

Rekha Naraniwal
(Company Secretary)

Place: Surat

Date: 31/08/2019

Khemani Distributors & Marketing Limited

Registered Office: Plot No.D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana-Bhestan Road, Surat-394210.
Tel. No.: 9825803214, Email: investors@khemanigroup.net, Website: www.khemanigroup.net, CIN: U74300GJ2011PLC063520

NOTICE

Notice is hereby given that the Eighth (8th) Annual General Meeting of the Members of KHEMANI DISTRIBUTORS & MARKETING LIMITED will be held on Monday, 16th September 2019, at 2:00 p.m. at Plot No. D 91/92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan, Surat-394210 Gujarat, to consider and transact the following business:-

ORDINARY BUSINESS:-

1. Adoption of Financial Statement and Report of Board of Directors.

To consider and adopt the Audited Financial Statement, Auditors Report and the reports of the Board of Directors of the Company for the financial year ended on 31st March, 2019.

2. Re-appointment of Director Retiring by Rotation.

Mr. Amit Vijaykumar Khemani (DIN: 02227413), who retires by rotation and being eligible, offer himself for re-appointment be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:-

3. To consider and approve re-appointment of Mr. Vijaykumar Khemani as Managing Director of the Company.

To consider and, if though fit, to pass with or without modification, the following resolution as ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re enactment thereof for the time being in force), read with Schedule "V" of the Companies Act, 2013 and also pursuant to the Articles of Association of the Company, and also subject to the approval of the Shareholders of the Company, Mr. Vijaykumar Khemani be and is hereby re-appointed as Managing Director of the Company for a period of 5 years wef 21.06.2019 on the terms and conditions and remuneration as set out below:

Name	Vijaykumar Khemani
Designation	Managing Director
Salary	Upto Rs. 12,00000 /- p.a. (Rupees Twelve Lacs Only)

In addition to the above, he shall also be entitled to receive the following:

(a) Car for use on Company's business

(b) Reimbursement of entertainment expense actually and properly incurred in the course of business of the Company."

"RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/or remuneration or Mr. Vijaykumar Khemani, Managing Director of the Company from time to time"

"RESOLVED FURTHER THAT anyone of the present Directors of the Company be and is hereby singly and severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies, Gujarat."

4. To consider and approve re-appointment of Mr. Amit Vijaykumar Khemani as Whole-Time Director and Chief Financial Officer Director of the Company.

To consider and, if though fit, to pass with or without modification, the following resolution as ordinary resolution :-

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule "V" of the Companies Act, 2013 and pursuant to Articles of Association of the Company, and also subject to the approval of the Shareholders of the Company, Mr. Amit Vijaykumar Khemani be and is hereby re-appointed as Whole-time Director of the Company (WTD) with the designation Chief Financial Officer (CFO) under the category KMP for a period of 5 years w.e.f. 21st June, 2019 on the terms and conditions and remuneration as set out below:

Name	Amit Vijaykumar Khemani
Designation	CFO
Salary	Upto Rs. 9,00,000 /- p.a. (Rupees Nine Lacs Only)

In addition to the above, he shall also be entitled to receive the following:

(a) Car for use on Company's business

(b) Reimbursement of entertainment expense actually and properly incurred in the course of business of the Company."



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"RESOLVED FURTHER THAT The Board of Directors or the Company be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/or remuneration of Mr. Amit Vijaykumar Khemani, Whole-time Director of the Company from time to time"

"RESOLVED FURTHER THAT anyone of the present Directors of the Company be and is hereby singly and severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies, Gujarat."

Date: 3rd August 2019
Place: Surat

By Order of the Board of Directors

SD/-
VIJAYKUMAR MANGTURAM KHEMANI
Managing Director
DIN: 02227389

Khemani Distributors & Marketing Limited

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

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Note:-

1. The Company is listed with BSE on SME platform.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Members/Proxies should fill Attendance Slip for attending the meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013, as SME listed Company is not Mandatory to provide E-voting Facility.
6. The Board of Director of the Company did not recommend any dividend hence provision of dividend is not applicable.
7. The register of the Members and share Transfer book of the company will remain closed from Saturday, 10th September 2019 to Saturday, 16th September 2019 (both days inclusive) for Annual General Meeting.
8. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
9. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
11. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.

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12. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
13. Members who are holding shares in identical names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.
14. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
15. Members may also note that the Notice of the 8th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, and the Annual Report will also be available on the Company's website www.khemanigroup.net for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Surat for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: investors@khemanigroup.net.
16. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2018-19 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.
17. Route Map showing directions to reach to the venue of the AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."
18. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
19. Voting through postal ballot.
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through postal ballot.

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- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting shall cast their vote through postal ballot at the meeting through ballot paper.
 - iii. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
 - iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th September, 2019.
 - v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
 - vi. Mrs. Richa Goyal, Practicing Company Secretary (FCS 8265) has been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.
 - vii. The Chairman shall, at the AGM, 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 ballot paper for all those members who are present at the AGM,
 - viii. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through postal ballot in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - ix. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.khemanigroup.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Date: 3rd August 2019
Place: Surat

By Order of the Board of Directors

SD/-
VIJAYKUMAR MANGTURAM KHEMANI
Managing Director
DIN: 02227389

Khemani Distributors & Marketing Limited

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Annexure to the Notice Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 3

To consider and approve re-appointment of Mr. Vijaykumar Khemani as Managing Director of the Company.

The Board of Directors of the Company (the 'Board'), at its in meeting held on June 21, 2019 has. subject to the approval of members, re-appointed Mr. Vijaykumar Khemani as Managing Director, for a period of 5 (Five) years with effect from June 21, 2019, at the remuneration of Rs. 12,00,000/- per annum.

it is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Vijaykumar Khemani as Managing Director in terms of the applicable provisions of the Act.

Except Mr. Vijaykumar Khemani, who s concerned or interested in the Resolutions of the accompanying Notice relating to his own re-appointment none of the Directors, Key Managerial Personnel or the Company and their relatives arc, in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution

The Board commends the ordinary Resolution set out at item No. 3 of the Notice for approval of Members.

Item No. 4

To consider and approve re-appointment of Mr. Amit Vijaykumar Khemani as Whole-Time Director and Chief Financial Officer Director of the Company.

The Board of Directors of the Company (the 'Board'), at its in meeting held on June 21, 2019 has. subject to the approval of members, re-appointed Mr. Amit Vijaykumar Khemani as Whole-time Director (WTD) with a designation Chief Financial Officer (CFO) under the category KMP of the Company, for a period of 5 (Five) years with effect from June 21, 2019, at the remuneration of Rs.9,00,000/- per annum.

it is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Amit Vijaykumar Khemani as Whole-time Director (WTD) with a designation Chief Financial Officer (CFO) in terms of the applicable provisions of the Act.

Except Mr. Amit Vijaykumar Khemani, who s concerned or interested in the Resolutions of the accompanying Notice relating to his own re-appointment none of the Directors, Key Managerial Personnel or the Company and their relatives arc, in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution

The Board commends the ordinary Resolution set out at item No. 4 of the Notice for approval of Members.

Date: 3rd August 2019

Place: Surat

By Order of the Board of Directors

SD/-

VIJAYKUMAR MANGTURAM KHEMANI

Managing Director

DIN: 02227389

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Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of Director	AMIT VIJAYKUMAR KHEMANI
DIN	02227413
Nationality	Indian
Date of Appointment in the Board	02/01/2016
Qualification	B.Com.
Age	41 Year
Experience	<ul style="list-style-type: none">• Over 10 year of rich experience in the field of trading in FMCG goods.• Looking into the matter of trading in FMCG goods for the Company.• He has been on board since incorporation and pioneered of the company.• He has been appointed as Whole-Time Director of the Company w.e.f. 2nd January, 2016.
List of directorships held in other Companies	BSAS Infotech Limited Stepup Arogyam India Private Limited
Chairperson/Member in the Committees of the Boards of Companies in which he/she is a Director	NIL
Number of shares held in the Company	13,800 (0.12 %)

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**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]**

CIN: L74300GJ2011PLC063520

Name of the company: M/s KHEMANI DISTRIBUTORS & MARKETING LIMITED

Registered office: Plot No. D 91-92, Laxminarayan Industrial Park, Nr. BRC Compound, Udhana,
Bhestan Surat GJ 394210 IN

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

I/We, being the member (s) holding..... shares of the above named company, hereby
appoint

Name:

Address:

E-mail Id:

Signature:....., or failing him

Name:

Address:

E-mail Id :

Signature:.....,

as my/our proxy to attend and vote (on a poll) on my/our behalf at the Annual General Meeting
of the company, to be held on Monday 16.09.2019 at 2:00 A.M. at Plot No. D 91-92,
Laxminarayan Industrial Park, Nr. BRC Compound, Udhana, Bhestan Surat GJ 394210 IN and
at any adjournment thereof.

Signed this..... day of..... 20....

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: 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 the
Meeting.

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ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Monday, 16th September 2019 at 02.00 p.m. at
Plot No.D
91-92,Laxminarayan Industrial Park. Nr. BRC Compound,Udhana, Bhestan Surat Surat GJ 394210
IN

1	Name of The Attending Member (In Block Letter)	
2.	Registered folio no./DP ID No./Client ID	
3.	Name of proxy (in block letters) (to be filled if the proxy attends instead of the member)	
4	No. of Shares held	

I hereby record my presence at 8th Annual General Meeting of the Company Plot No. D 91-92,
Laxminarayan Industrial Park. Nr. BRC Compound, Udhana, Bhestan Surat Surat GJ 394210

Member's/Proxy's Signature

1. Only Member/Proxyholder can attend the Meeting
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting
3. Please fill up this attendance slip and hand it over at the entrance of the meeting hal

Khemani Distributors & Marketing Limited

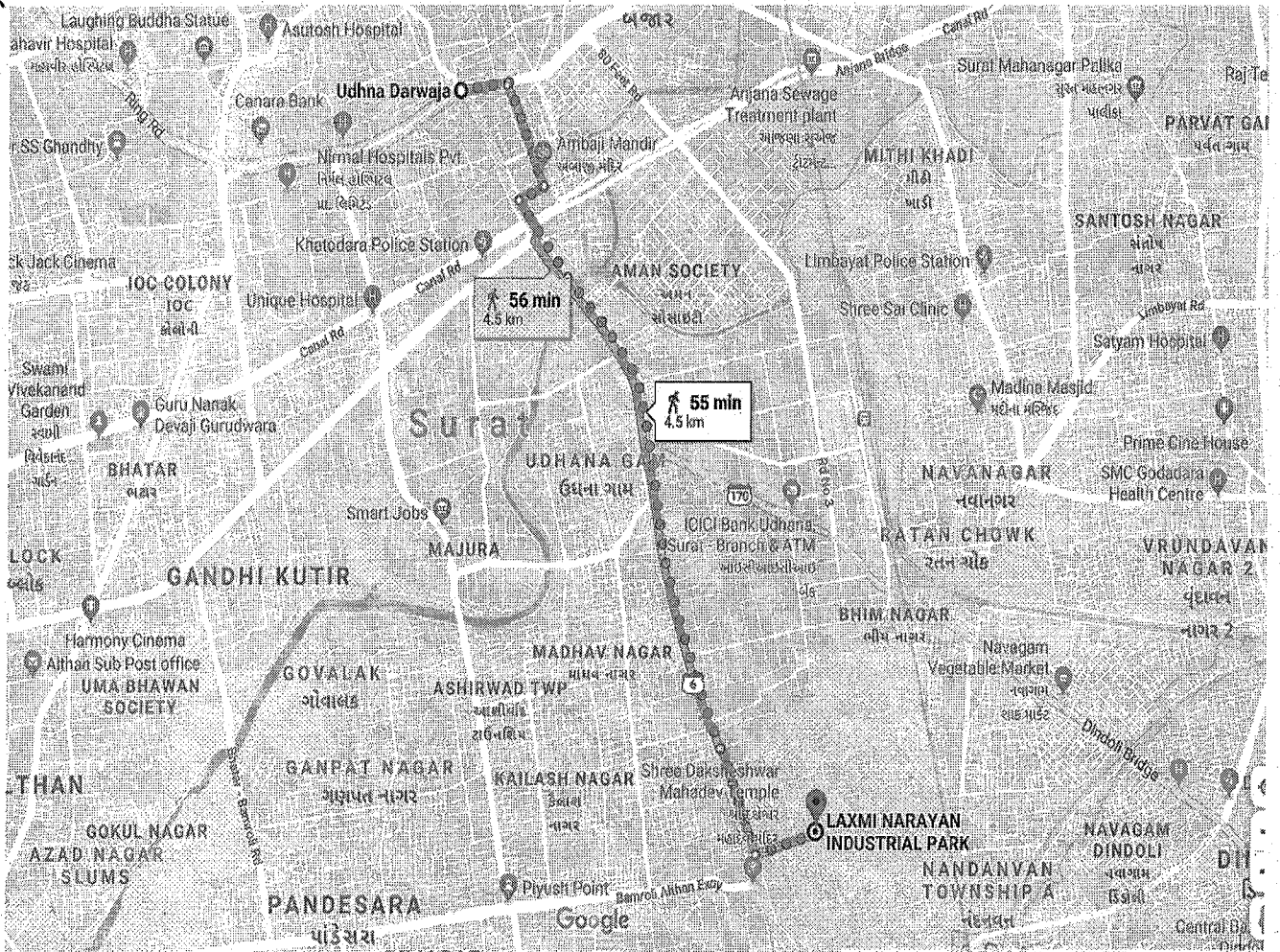
Registered Office: Plot No.D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana-Bhestan Road, Surat-394210.

Tel. No.: 9825803214, **Email:** investors@khemanigroup.net, **Website:** www.khemanigroup.net, **CIN:** U74300GJ2011PLC063520



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Route Map to the venue of the AGM



Khemani Distributors & Marketing Limited

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Tel. No.: 9825803214, **Email:** investors@khemanigroup.net, **Website:** www.khemanigroup.net, **CIN:** U74300GJ2011PLC063520

**KHEMANI****FORM No. MGT-12
POLLING PAPER**

Name of the Company:	KHEMANI DISTRIBUTORS & MARKETING LIMITED
Registered Office:	CIN No. L74300GJ2011PLC063520 Plot No. D 91-92, Laxminarayan Industrial Park, Near BRC Compound, Udhana Bhestan, Surat-394210
E-mail:	Investors@khemanigroup.net
Contact No.	9737747888
Website	www.khemanigroup.net

BALLOT PAPER

Name of the first named Shareholder (In Block Letters)	
Postal address	
Registered Folio No. / *Client ID No./DP ID	
Class of Share	Equity Shares

I/ We hereby exercise my/ our vote in respect of Ordinary/Special resolution(s) as set out in the Notice of 8th Annual General Meeting (AGM) of Company held on Monday, 16th September, 2019 at 2:00 p.m. at Registered Office of the Company, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

No. & Nature of Resolution	Resolution	No. of Equity Shares held	I assent to the resolution (For)*	I dissent from the resolution (Against)*
	ORDINARY BUSINESS			
1 (Ordinary Resolution)	To consider and adopt the Audited Financial Statement, Auditor Report and the report of Board of Directors for the financial year ended on 31st March, 2019.			
2 (Ordinary Resolution)	Mr. Amit Vijaykumar Khemani (DIN 02227413), who retires by rotation, and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.			
	SPECIAL BUSINESS			
3 (Ordinary Resolution)	To Consider and approve reappointment of Mr. Vijaykumar Mangturam Khemani as Managing Director of the Company.			
4 (Ordinary Resolution)	To Consider and approve reappointment of Mr. Amit Vijaykumar Khemani as Whole -time Director and Chief Financial Officer of the Company.			

*Please put a tick mark (☑) in appropriate column against the resolution(s) indicated above. In case the shareholder/ proxy wishes his/ her vote to be used differently, he/ she should indicate the number of shares under the columns 'For' and/or 'Against'.

Date:-

Place: -

(Signature of the shareholder*)**Khemani Distributors & Marketing Limited**

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