

NOTICE OF 6TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixth (6th) Annual General Meeting of the Members of KHEMANI DISTRIBUTORS & MARKETING LIMITED will be held on Friday, 29th September 2017, at 2:00 p.m. at Survey No. 187, Plot No. 1 to 4, Opposite Saiffie Complex, Near Baroda Rayon Corporation (BRC), Udhana, Bhestan, Surat-394210 Gujarat, to 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 of the Company for the financial year ended on 31st March, 2017, the reports of the Board of Directors and Auditors Report thereon.

2. Re-appointment of Director Retiring by Rotation.

To appoint a Director in place of Mr. Amit Vijaykumar Khemani (DIN: 02227413), who retires by rotation and being eligible, offer himself for re-appointment.

3. Ratification of Appointment of Statutory Auditor

RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, (*pursuant to recommendations of the Audit Committee*) of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 28th September, 2016, the appointment of M/s C.P. Jaria & Co. (FRN 104058W), Chartered Accountants, be and are hereby ratified as the 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 a remuneration as may be fixed by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT to give effect to above resolution, Mr. Amit Khemani, Whole Time Director, and Mr. Chinmay Methiwala, Company Secretary and Compliance Officer, be and are hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

By Order of the Board of Directors

**Sd/-
Chinmay Methiwala
Company Secretary
Membership No. ACS 48146**

Reg. Office:

**Survey No. 187, Plot No. 1 to 4, Opp. Saiffee Complex,
Near Baroda Rayon Corporation,
Udhana, Bhestan, Surat - 394210**

Date: 6th September, 2017

Place: Surat

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** 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.
- 2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, is not required to attach with this notice as there is not any special business transacted.**
- 3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 23rd September 2017 to Friday, 29th September 2017 (both days inclusive) for Annual General Meeting.**
- 4. The Board of Director of the Company did not recommend any dividend hence provision of dividend is not applicable.**
- 5. 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.

6. 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 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.
7. Electronic copy of the Annual Report being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for being sent in the permitted mode.
8. Electronic copy of the Notice of the 6th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 6th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
9. Members may also note that the Notice of the 6th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper 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.
10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. Members are requested to bring attendance slip along with their copy of Annual Report to the meeting.
12. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.

13. Voting through electronic means.

- 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 6th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 26th September, 2017 (9:00 am) and ends on 28th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- vi. The process and manner for remote e-voting are as under:
 - a) Member whose email IDs are registered with the Company/Depository Participants(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Members receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - 1) Open the attached PDF file "**e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - 2) Launch internet browser by typing the **www.evoting.nsdl.com**

- 3) Click on "Shareholder - Login".
- 4) Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com.
- 5) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- 6) Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- 7) Select "EVEN" of Khemani Distributors & Marketing Limited. Members can cast their vote online from 26th September, 2017 (9:00 am) till 28th September, 2017 (5:00 pm).

Note: e-Voting shall not be allowed beyond said time.

- 8) Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - 9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - 10) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail contact@synergymedsol.com with a copy marked to evoting@nsdl.co.in.
- vii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of www.evoting.nsd.com or contact NSDL at the toll free no.: 1800-222-990.
 - viii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 - ix. 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 22th September, 2017.
 - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22nd September, 2017, may obtain the user ID and password by sending a request at evoting@nsdl.co.in or evoting@in.nestle.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password,

you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

- xi. 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 remote e-voting as well as voting at the AGM through ballot paper.
 - xii. Mrs. Richa Goyal, Practicing Company Secretary (FCS 8265) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - xiii. 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 but have not cast their votes by availing the remote e-voting facility.
 - xiv. 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 remote e-voting 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.
 - xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nestle.in 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.
14. 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 (09:00 A.M. to 05:00 P.M.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors

Sd/-
Chinmay Methiwala
Company Secretary
Membership No. ACS 48146

Reg. Office:
Survey No. 187, Plot No. 1 to 4, Opp. Saiffee Complex,
Near Baroda Rayon Corporation,
Udhana, Bhestan, Surat-394210
Date: 6th September, 2017
Place: Surat

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	40 Year
Experience	<ul style="list-style-type: none"> • Over 5 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 appointed as Whole time Director of the Company w.e.f. 2nd January, 2016.
List of directorships held in other Companies	BSAS Infotech 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	13,81,800 (12.03 %)

KHEMANI DISTRIBUTORS & MARKETING LIMITED

CIN: U74300GJ2011PLC063520

Registered Office: Survey No. 187, Plot No. 1 to 4, Opp. Saiffee Complex, Nr. Baroda Rayon Corporation (BRC), Udhana, Bhestan, Surat - 394210, Gujarat

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the member(s):	
Registered address:	
Folio No/Client ID No	
DP ID:	
No. of Shares	

I hereby record my presence at the 6th Annual General Meeting of the Company to be held at Registered Office of the Company

Signature of the Member/Joint Member/Proxy attending the Meeting

ELECTRONIC VOTING PARTICULAR

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her.

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CIN: U74300GJ2011PLC063520

Registered Office: Survey No. 187, Plot No. 1 to 4, Opp. Saiffee Complex, Nr. Baroda Rayon Corporation (BRC), Udhana, Bhestan, Surat - 394210, Gujarat

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 the member(s):	
Registered address:	
Folio No/Client ID No	
DP ID:	
No. of Shares	

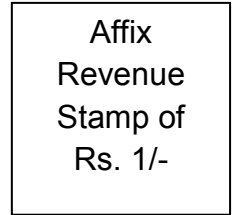
I/We, being the member(s) of shares of the above named company, hereby appoint

- Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him;
- 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 6th Annual General Meeting of the Company, to be held on Friday, 29th September 2017 at 2:00 P.M. at Survey No. 187, Plot No. 1 to 4, Opp. Saiffee Complex, Nr. Baroda Rayon Corporation (BRC), Udhana, Bhestan, Surat - 394210 and at any adjournment thereof in respect of such resolutions as are:

- 1) To consider and adopt Audited Financial Statement, Director's Report and Auditor's Report thereon.
- 2) To re-appoint Director retiring by rotation - Mr. Amit Vijaykumar Khemani (DIN: 02227413)
- 3) Ratification of Appointment of M/s C.P. Jaria & Co. (FRN 104058W), Chartered Accountant, as statutory auditor of the Company.

Signed this _____ day of _____ 2017 Signature of shareholder _____



Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

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 the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 6th Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

ROUT MAP

