

28th September, 2022

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

Scrip ID / Code: KDML / 539788

Subject: Proceedings of 11th Annual General Meeting of the Company held on Wednesday, the 28th September, 2022

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 11th Annual General Meeting (AGM) of the Company was duly held on Wednesday, the 28th September, 2022 at 4:00 p.m. at the Registered Office of the Company.

Please find enclosed herewith the Summary of the Proceedings of 11th AGM.

You are requested to kindly take above information on your record.

Thanking you,

For KHEMANI DISTRIBUTORS & MARKETING LIMITED

VAISHALI PUNJABI

Company Secretary

ACS: 48695

Encl.: As above

Summary of Proceedings of 11th Annual General Meeting of Khemani Distributors and Marketing Limited held on Wednesday, the 28th September, 2022

Directors Present:

| | |
|------------------------|------------------------------|
| Mr. Vijaykumar Khemani | Chairman & Managing Director |
| Mr. Amitkumar Khemani | Whole Time Director & CFO |
| Mrs. Anupa Khemani | Director |
| Mr. Mukeshkumar Kabra | Independent Director |
| Mr. Amit Jain | Independent Director |
| Mr. Balkishan Agarwal | Independent Director |

In Attendance:

| | |
|----------------------|-------------------|
| Ms. Vaishali Punjabi | Company Secretary |
|----------------------|-------------------|

Invitees:

| | |
|------------------------|-------------------------------------|
| Mr. Bhaveshkumar Rawal | Secretarial Auditor and Scrutinizer |
|------------------------|-------------------------------------|

A total of 10 Members [including the Authorised Representatives] representing 1,07,38,800 Equity Shares [46.74%] has attended the Meeting in person.

Mr. Vijaykumar Khemani, Chairman & Managing Director of the Company took the Chair. He introduced the Directors present on the Dais and welcomed all the Members, Auditors, Scrutinizer and other Invitees of the Company at the 11th Annual General Meeting (AGM). Thereafter, on confirmation by Company Secretary, the Chairman declared that the quorum was present and called the meeting to order.

The Chairman in his address to the Members gave overview of the financial performance of the Company for the financial year 2021-22 and its future plans and outlook. He then asked the Company Secretary, Ms. Vaishali Punjabi to take forward the proceedings of AGM further.

She further informed that the Statutory Registers and other applicable documents were available for inspection of Members.

She then informed the Members that the Notice convening the AGM, the Annual Financial Statements, Boards' Report and the Auditor's Report for the financial year ended March 31, 2022, which had already been circulated to the Mmbers, were taken as read. It was also informed that the Statutory Auditors and Secretarial Auditors have expressed unqualified opinion in their respective Audit Reports for the financial year 2021-22.

Thereafter, She invited queries from the Members on the Financial Statements and other agenda of the meeting. The Management responded to the queries posted by the Members.

She further informed the Members that:

- 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 was not mandatorily required to provide e-voting facility to its Members, as per the Exemptions available to SME Listed Companies. Hence, Company has not provided e-voting facility.

Khemani Distributors & Marketing Limited

- ii. The facility for voting through polling paper (ballot paper) was made available at the Meeting and the Members attended the Meeting, has exercised their right at the Meeting through ballot paper.

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 in a fair & transparent manner and to submit a consolidated scrutinizer's report within the stipulated time.

The following items of business as stated in the Notice convening the 11th AGM, were put to vote by Members.

Ordinary Business:

| Item No. | Resolutions | Type |
|-----------------|-------------------------------------------------------------------|-------------|
| 1 | Adoption of Financial Statements and Report of Board of Directors | Ordinary |
| 2 | Re-appointment of Director who retires by rotation | Ordinary |

Special Business:

| Item No. | Resolutions | Type |
|-----------------|--------------------------------------------------------------------------|-------------|
| 3 | Approval for Related Party Transactions | Ordinary |
| 4 | Revision in the Remuneration of Whole Time Director & CFO of the Company | Ordinary |

The Members then casted their votes on the ballot papers and deposited the same in the ballot box placed at the meeting hall.

The Company Secretary informed the Members that consolidated voting results for the votes cast at the Venue of AGM alongwith the Scrutinizer's Report on all the resolutions as set out in the Notice of AGM will be disseminated to the Stock Exchange and will also be made available on the website of the Company within prescribed time from the conclusion of the Meeting.

Before concluding, the Chairman thanked the Shareholders, the fellow Board Members, the Employees and other Stakeholders for their valuable support and co-operation and announced the formal closure of the 11th AGM of the Company.

The AGM concluded with a vote of thanks to the Chair at 4:45 p.m.

Kindly take the same on your record and oblige.

Thanking you,

For KHEMANI DISTRIBUTORS & MARKETING LIMITED

VAISHALI PUNJABI

Company Secretary
ACS: 48695

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