KHEMANI

1st September, 2022

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

Scrip ID / Code: KDML / 539788

Subject: Notice of 11th Annual General Meeting, Book Closure and Voting Information of the Company

Dear Sir / Madam,

NOTICE is hereby given that **11th Annual General Meeting (AGM)** 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 28th September, 2022 at 4:00 p.m.**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2015 as amended from time to time, the exemption with respect to voting by electronic means at the General Meeting is available to the Company which are referred to in Chapter XB or Chapter XC of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Hence, the Company has opted to hold this meeting and providing Voting facility to the Members physically only.

Please be noted that the Register of Members and Share Transfer Books of the Company shall remain closed from ***Saturday, 17th September, 2022 to Wednesday, 28th September, 2022 (both days inclusive)*** for the purpose of 11th AGM of the Company, as per the Intimation given dated 29th August, 2022.

The cut-off date for determining eligibility to vote at the AGM shall be Wednesday, **21st September, 2022**. 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.

Integrated Annual Report of the Company for the F.Y. 2021-22 together with the Notice of 11th AGM of the Company is being sent through electronic mode today to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent/Depository Participant(s) and Physical Couriers has been sent to those whose e-mail addresses are not registered.

Kindly take the same on your record and oblige.

Thanking You,
For KHEMANI DISTRIBUTORS & MARKETING LIMITED

KHEMANI DISTRIBUTORS & MARKETING LTD. SURAT

VAISHALI PUNJABI
Company Secretary
ACS: 48695

Encl.: As above

NOTICE OF 11th ANNUAL GENERAL MEETING

NOTICE is hereby given that **11th 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 28th September, 2022 at 4:00 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 Standalone Audited Financial Statements of the Company for the year ended 31st March, 2022 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, 2022 together with the Reports of the Board of Directors and the Auditors thereon be and are hereby adopted".

2. Re-appointment of Director who retires by rotation:

To appoint a Director in place of Mr. Amitkumar Khemani, Whole Time Director and CFO, who retires by rotation and being eligible, offer 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. Amitkumar Khemani, Whole Time Director and CFO, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS:

3. Approval for Related Party Transactions:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Rules made thereunder (including any other applicable provisions or statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to enter into Related Party Transactions, to be entered into with Entities mentioned below in the table for an amount not exceeding Rs. 15 Crore in a financial year for the period of three financial years commencing from financial year 2022-23 till financial year 2024-25, notwithstanding the fact that the transactions within these financial years may exceed 10% of the turnover of Company as per last audited financial statement or materiality threshold as may be applicable from time

to time, provided that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

Name of Entity	Transaction	Value of Transaction (in Rs.)
Khemani Enterprises [Vijaykumar Khemani HUF – Proprietor of Khemani Enterprises; Vijaykumar Khemani – Karta] [Group Entity]	Sale / Purchase / Manufacturing of goods & Availing / Providing services & Business / Financial transactions, sharing of knowhow or any other technical transaction, including reimbursement of expenses.	15 Crore
Khemani Marketing [Amitkumar Khemani HUF – Proprietor of Khemani Marketing; Amitkumar Khemani – Karta] [Group Entity]	Sale / Purchase / Manufacturing of goods & Availing / Providing services & Business / Financial transactions, sharing of knowhow or any other technical transaction, including reimbursement of expenses.	15 Crore
Salasar Distribution Solutions [Avinash Khemani HUF – Proprietor of Salasar Distribution Solutions; Avinash Khemani – Karta] [Group Entity]	Sale / Purchase / Manufacturing of goods & Availing / Providing services & Business / Financial transactions, sharing of knowhow or any other technical transaction, including reimbursement of expenses.	15 Crore

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

4. Revision in the Remuneration of Whole Time Director & CFO of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for revision in the remuneration of Mr. Amitkumar Khemani, Whole Time Director and CFO of the Company for the period

of Five (5) years commencing from financial year 2022-23 till 2026-27 on the terms and conditions as set out below:

Name	Amitkumar Khemani
Designation	Whole Time Director and CFO
Remuneration	Upto Rs. 15,00,000/- p.a. (Rupees Fifteen Lakh 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 Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to amend, alter, modify or otherwise vary the said remuneration as it may deem fit and as may be acceptable to Mr. Amitkumar Khemani, subject to the same not exceeding the amounts fixed herein and those specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the continuity of tenure of Mr. Amitkumar Khemani, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites, and allowances to him subject to compliance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Amitkumar Khemani shall remain unchanged for the remaining tenure of his appointment.

RESOLVED FURTHER THAT any Director or KMP of the Company be and are severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required and 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 & MARKETING LIMITED

VAISHALI PUNJABI
Company Secretary
ACS: 48695

Place: Surat
Date: 29-08-2022

NOTES:

1. ***A member entitled to attend and vote at an Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. The instrument of the proxy, in order to be effective must be received by the company, duly completed and signed not later than forty eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. (Proxy form is annexed to this report).***

   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.

2. The relevant details as required under Regulation 36(3) 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. 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.

4. Members are informed that in case of Joint holders attending the meeting, only such Joint holder who is first in the order of the names will be entitled to vote.

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 order to enable us to register your attendance at the venue of the AGM, we request you to bring your Folio Number/Demat Account Number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

7. 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.

8. The attention of the Members of the Company is invited that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to time, the exemption with respect to voting by electronic means is available to the Company which are referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2009 and therefore your Company has opted to hold this meeting and providing Voting facility to the Members physically only.

9. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 17th September, 2022 to Wednesday, 28th September, 2022 (both days inclusive)** for AGM.

10. The Notice of AGM along with the Annual Report 2021-22 is sent to all Members via email at the email address registered with the RTA/Company. Members may also note that this Notice and Annual Report of 2021-22 will also be available on the Company's Website.

11. The Members, holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately.

12. 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.

13. The Company has appointed M/s. Bigshare Services Private Limited, as its Registrar and Share Transfer Agents (RTA) for rendering the entire range of services to the Shareholders of the Company.

14. All the Members are requested to:

    (a) Register their E-mail address and change thereto, for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically, by clicking the link: https://www.bigshareonline.com/InvestorRegistration.aspx.
    (b) Send their queries on registered email id.: investors@khemanigroup.net related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
    (c) Send all correspondence relating to transfer and transmission of shares to RTA and not to the Company. Quote their Folio No. / Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
    (d) Intimate RTA for consolidation of folios, in case having more than one folio.

15. Non Resident Indian Members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.

16. The facility for voting through ballot paper shall be made available at AGM and the Members attending the meeting shall be able to exercise their right at the meeting through ballot paper.

17. The cut-off date for determining eligibility to vote at the AGM shall be **Wednesday, 21st September, 2022.** 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.

18. 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.

19. The Scrutinizer, after scrutinizing the votes cast at the meeting, 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 uploaded to the Stock Exchange where the shares of the company are listed within 48 hours of the conclusion of the Annual General Meeting.

20. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the AGM.

21. Route Map showing directions to reach to the venue of the 11th AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

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. Amitkumar Khemani, Whole Time Director & CFO, 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. Amitkumar Khemani
Director Identification Number (DIN)	02227413
Designation / Category	Whole Time Director & CFO (Executive)
Date of Birth and Age	05-10-1978; 43 Years
Date of Appointment on the Board	06-01-2011
Nationality	Indian
No. of Board Meetings attended during the year 2021-22	6 of 6
Qualifications	B.Com
Experience (including Expertise in specific functional area)	• He has been on Board since Inception and pioneered of the Company. • He has over 10 Years of rich experience in the field of Trading in FMCG goods. • Apart from Trading Operations, he also handles overall Management Issues including Finance and Banking. • He has been appointed as Whole Time Director & CFO of the Company w.e.f. 02-01-2016. • He has been instrumental in Planning and Formulating the Business Strategies and Developing Business Relations for our Company.
Terms and conditions of appointment or re-appointment	• He will be continuing as Whole Time Director & CFO 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. 9,00,000/-
Shareholding in the Company	27,600 Equity Shares (0.12%)
Directorship in the other Entities	• BSAS Infotech Limited • StepUp Arogyam India Private Limited • Onyx SaaS Private Limited
Membership / Chairmanship in Committees of the Company	Membership in: • Audit 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. Amitkumar Khemani is the • Son of Mr. Vijaykumar Khemani, Chairman & Managing Director of the Company; and • Spouse of Mrs. Anupa Khemani, Non-Executive Director of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

As per the provisions of Section 188 of the Companies Act, 2013, transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain prior approval of the Members by resolution for certain Related Party Transactions which exceed the Limits prescribed in the said Rules.

For this purpose, a transaction with a Related Party shall be considered 'material', if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 10% or more of the Turnover of the Company as per the last audited financial statements of the Company.

This arrangement is approved by Audit Committee and the Board of Directors as required under the Companies Act, 2013 in their respective meetings held on 29th August, 2022.

Management seeks approval of Shareholders for Related Party Transaction to be entered with Khemani Enterprises, Khemani Marketing and Salasar Distribution Solutions, for the three financial years from 2022-23 till 2024-25. Accordingly, consent of the Members is being sought for Item no. 3 to be passed as a Ordinary Resolution.

Mr. Vijaykumar Khemani, being Chairman & Managing Director cum Promoter Shareholder of the Company and Karta of Vijaykumar Khemani HUF, Proprietor of Khemani Enterprises, Mr. Amitkumar Khemani, Whole Time Director and CFO cum Promoter Shareholder of the Company and Karta of Amitkumar Khemani HUF, Proprietor of Khemani Marketing and Mr. Avinash Khemani, Promoter Shareholder of the Company and Karta of Avinash Khemani HUF, Proprietor of Salasar Distribution Solutions, are treated as interested in the Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution, as set out in Item No. 3 of this Notice except to the extent of their shareholding in the Company.

Item No. 4:

The Board in its Meeting held on 21st June, 2019, had approved the re-appointment of Mr. Amitkumar Khemani as a Whole-time Director & CFO of the Company for a period of 5 years alongwith a Remuneration upto Rs. 9,00,000/- p.a. and other benefits. The same was approved by the Shareholders in the Annual General Meeting held on 16th September, 2019.

The terms of remuneration as set out in the resolution may be altered, varied, and modified from time to time by the Board of Directors of the Company as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 as may be agreed by the Board of Directors and Mr. Amitkumar Khemani.

In view of above, the Nomination and Remuneration Committee and the Board of Directors approved the revision in the salary of Mr. Amitkumar Khemani in their respective meetings held on 29th August, 2022.

The present remuneration and proposed revision in remuneration of Mr. Amitkumar Khemani is as follows:

Particulars	Existing remuneration range (per annum) as approved by Members	Current salary drawn	Proposed Remuneration range (per annum)
Basic Salary	Upto Rs. 9,00,000/- p.a.	Rs. 9,00,000/- p.a.	Upto Rs. 15,00,000/- p.a.
Other Benefits	• Car for Business use • Reimbursement of expenss incurred in the course of business of the Company		

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Amitkumar Khemani, himself and his relatives, are concerned or interested, financially or otherwise, in this Resolution, as set out in Item No. 4 of this Notice.

The Board of Directors recommend the resolution as set out in Item No. 4 of the Notice for approval by the Members as a Ordinary Resolution.

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

VAISHALI PUNJABI
Company Secretary
ACS: 48695

Place: Surat
Date: 29-08-2022

KHEMANI

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: 9737747888

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 11th Annual General Meeting of the Company being held at the Registered Office of the Company on Wednesday, the 28th September, 2022 at 4:00 p.m.

Name of Shareholder / Proxy: _____

Signature of Shareholder / Proxy: _____

KHEMANI

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: 9737747888

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

as my / our Proxy to attend and vote for me / us and on my / our behalf at the 11th AGM of the Company to be held on Wednesday, the 28th September, 2022 at 4:00 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	Resolutions
	[Ordinary Business]
1	Adoption of Financial Statements and Report of Board of Directors.
2	Re-appointment of Mr. Amitkumar Khemani as a Director liable to retire by rotation.
	[Special Business]
3	Approval of Related Party Transactions
4	Revision in the Remuneration of Whole Time Director & CFO of the Company

Affix a Rs. 1/- Revenue Stamp

Signed this _____day of_____2022.

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.