



khaitan (India) Limited

Regd. Office : 46C, J. L. Nehru Road, Kolkata 700 071
Phone : (033) 2288 8391, 4050 5000, Fax : 91 33 2288 3961

BOARD OF DIRECTORS

SUNIL K. KHAITAN, Chairman
M. K. JALAN
Dr. V. K. RUNGTA
A. K. KEDIA
S. BAFNA, Executive Director

AUDITORS

CHATURVEDI & CO.
Chartered Accountants

COST AUDITORS

A. B. & CO.

BANKERS

IDBI BANK LTD.
BANK OF BARODA

SUGAR & AGRICULTURE DIVISIONS

Office :

7, Red Cross Place, Kolkata 700 001
Phone : (033) 2210 3331/32/33/34
Fax : 91 33 2248 7516

Sugar Mill :

Khaitan Nagar 741 157
Plassey (Nadia), West Bengal
Phone : (03474) 262345/6/7, Fax : 03474-262348

Agriculture Division :

Ramnagar 742 163
(Murshidabad), West Bengal
Phone : (03482) 244244



NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the Seventy Seventh Annual General Meeting of Khaitan (India) Limited will be held on Monday, 29th September, 2014 at Bhartiya Bhasha Parishad, 36-A, Shakespear Sarani, 4th Floor, Kolkata-700017 at 11.30 a.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance sheet as at March 31, 2014, the statement of Profit & Loss for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sunil Krishna Khaitan (DIN 00127698), who retires by rotation and being eligible, offers himself for re-election..
3. To appoint M/s Chaturvedi & Co. Chartered Accountants as statutory auditors who shall hold office from the conclusion of this Annual General Meeting and till the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, in accordance with the applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Surendra Bafna (DIN 00127681) be and is hereby re-appointed as Whole-time Director from 1st April, 2014 to 31st March, 2017 designated as Executive Director on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mahendra Kumar Jalan (DIN 00598710), Non Executive Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and whose term expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 29, 2014 up to September 28, 2019."

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Arun Kumar Kedia (DIN 00502760), Non Executive Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 29, 2014 up to September 28, 2019."

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Vinod Kumar Rungta (DIN 00087032), Non Executive Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 29, 2014 up to September 28, 2019."

8. To consider and if thought fit, to pass, with or without modification, the following Resolution as Special Resolution:

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 30.04.1990, for increasing in borrowing powers of the Board and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to and authority conferred upon the Board of Directors of the Company for borrowing any sum or sums of monies for and on behalf of the Company from time to time from one or more persons, firms, bodies corporate or bankers or financial institutions or from others by way of advances, deposits, loans, or otherwise withstanding that the sum or sums or monies so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business i.e. loans repayable on demand or within six months from the date of the loan such as short-term cash credit arrangements, the discounting of bills and the issue of other short term loan of seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose so that the total amount up to which the monies may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.50,00,00,000/- (Rupees Fifty Crores only) on account of the principle.

NOTICE (Contd.)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard."

9. To consider and if thought fit, to pass, with or without modification, the following Resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier Resolutions passed in this regard, the consent of the members be and is hereby accorded to and authority conferred upon the Board or Directors of the Company to create such mortgages, charges, hypothecations and any other encumbrances, in addition to the existing mortgages, charges, hypothecations and other encumbrances created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible and/or intangible assets, or stock in trade (including raw materials, stores, spare parts and components in stock or in transit) work in progress and debts and advances, claims of the Company whosoever situate, present and future in favour of Indian or Foreign Financial Institutions, Banks, Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise and other lending institution or organization or Body Corporate or such other person from whom the Company has borrowed or proposes to borrow money by way of Term Loan, Working Capital Loans including Fund based and non-fund based limits, External Commercial Borrowings, Commercial Papers or any other financial instrument permitted by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of Agreements entered/ to be entered into within the overall borrowing limit fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard."

By Order of the Board

Registered Office:
46-C, J. L. Nehru Road
Kolkata - 700071
The 30th May, 2014

S Bafna
Executive Director

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF/ITSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument of Proxy should be deposited at the Registered Office of the Company, not later than 48 hours before commencement of the Meeting.**
- Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
- 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.
- Members/Proxies should fill in and sign the attendance slips and deposit at the entrance of Meeting Hall, before attending the Meeting.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 29th September, 2014 (both days inclusive).
- Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the share Transfer Registrar M/s Maheshwari Datamatics Pvt Ltd, 6 Mangoe Lane, Kolkata-700001.
- The Registers under the Companies Act, 2013 is available for inspection at the Office of the Company at 7, Red Cross Place, Kolkata-700001 during business hours between 11.00 am to 1.00 pm except on holidays.
- Members are requested to bring their copy of the Annual Report to the Meeting.



NOTES (Contd.)

10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Maheswari Datamatics Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at Office of the Company at 7, Red Cross Place, Kolkata-700001 during business hours between 11.00 am to 1.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.
12. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
13. Members, desiring any information about accounts or otherwise, are requested to write to the company, at least 10 days in advance of the Annual General Meeting, to facilitate compilation thereof.
14. The two Directors liable to retire in the ensuing AGM are Mr. Sunil Krishna Khaitan (DIN 00127698) and Mr. Mahendra Kumar Jalan (DIN 00598710) of which Mr. Mahendra Kumar Jalan (DIN 00598710) is an Independent Director and he is being reappointed as Independent Director in the AGM.
15. Voting through Electronic means (E-Voting):
 - I. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and pursuant to Clause 35 B of the listing agreement, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM. The Company is pleased to offer E- Voting facility which will enable members to cast their votes electronically on the resolutions mentioned in the notice and the business may be transacted through E-voting services. The Board of Directors of the Company has appointed Mr. Navin Kothari of M/s N.K & ASSOCIATES, Company Secretaries as the Scrutinizer for this purpose.
 - II. The instructions for shareholders voting electronically are as under :
 - (i) The voting period begins on Monday, the 22nd September, 2014 at 9 A.M. and ends on Wednesday, the 24th September, 2014 at 8 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, the 29th August, 2014, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on .Shareholders. tab.
 - (iv) Now, select the Company Name 'KHAITAN (INDIA) LIMITED' from the drop down menu and click on .SUBMIT.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Dept. (Applicable for both demat shareholders as well as physical Shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms/ M/s etc. Example : (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository details or in the company records for your folio. Please enter the DOB or Bank Account Number in order to login. If both the details are not recorded with the depository or company then please enter the member ID/folio No. in the Dividend Bank Details.

NOTES (Contd.)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "KHAITAN (INDIA) LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (.FAQs.) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. The Voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 29th August, 2014.
- IV. The shareholders shall have one vote per equity share held by them as on the cutoff date. (Record date) of 29th August, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- V. The Company has appointed Mr Navin Kothari of M/s N.K & Associates., Company Secretaries, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.khaitanindia.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
- VIII. The scrutinizer's decision on the validity of e-voting will be final.

EXPLANATORY STATEMENT PRUSUANT TO SECTION 102 OF THE COMPANIES ACT, 1956**Item No 4**

The term of appointment of Mr. S Bafna as whole time Director expired on 31st March, 2014. The Remuneration Committee after considering Mr. Bafna's vast managerial experience of 41 years and his association with Khaitan Group for 35 years has recommended his appointment for further 3 years, i.e. from 1st April, 2014 to 31st March, 2017 on the following terms and conditions. The Committee also stated that Mr. Bafna's appointment will be beneficial for the Company.

After considering the recommendation of the Remuneration Committee, the Board at its meeting held on February 13, 2014, re-appointed (subject to the approval of members in the general meeting), him as a Whole-time Director of the Company for a period of three years commencing April 1, 2014.

The terms and conditions of his appointment are as follows:

Salary: Rs.44,000/- per month in the scale of Rs.40,000-80,000/-. The basic salary shall be enhanced every year subject to maximum as provided in the slab at the discretion of the Board within the ceiling of 10% of the net profit of the Company.

**Commission and Perquisites:
Commission**

Such remuneration by way of commission in addition to the salary, perquisites and allowances payable calculated with reference to the net profit of the Company in particular year as may be determined by the Board of Directors of the Company at the end of each financial year subject to overall ceiling stipulated in Section 198 and 309 of the Act. The specific amount payable to Whole-time Director will be based on certain performance criteria to be laid down by the Board and will be payable annually after the Annual Accounts have been approved by the Board of Directors.



NOTES (Contd.)

Perquisites

In addition to salary and commission, he will be entitled to the following perquisites, which shall be restricted to Rs. 6,00,000 per annum.

CATEGORY-I

- i. Rent Free Residential Accommodation or House Rent Allowance @ 60% of his salary in lieu thereof
- ii. City Compensatory Allowance as per Company's rules.
- iii. Expenditure incurred on gas, electricity, water and furnishing, valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of their salary.
- iv. Reimbursement of medical expenses for self and family in accordance with Rules of the Company.
- v. Leave Travel Assistance for self and family, once in two years or twice in a block of four years, incurred in accordance with the rules specified by the Company.
- vi. Fees of maximum of two clubs, which will not include admission and/or Life Membership Fees.

CATEGORY-II

- i. The Company's contributions to provident, superannuation and other Funds shall be subject to the regulations of the Company. Such contributions will not be included in computation of the ceiling on perquisites to the extent, not taxable under the Income Tax Act, 1961.
- ii. Gratuity as per rules of the Company but not exceeding half month's salary for each completed year of service, subject to a ceiling as prescribed by the Central Government at that time.
- iii. Earned leave as per rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of ceiling of perquisites.

CATEGORY-III (Not to be considered as perquisites)

- i. Provision of a car with driver for use on Company's business, alternatively, car/conveyance expenses incurred on Company's business will be reimbursed at actual.
- ii. Free telephone facility at residence, provided that charges for all personal long distance calls shall not be borne by the Company.
- iii. Group Personal Accident Insurance, premium of which not to exceed Rs.5,000/- p.a.
 - a) In the event of loss or inadequacy of profit, he will be entitled to the above remuneration as minimum remuneration.
 - b) He will be entitled to re-imbursement of all expenses, actually and properly incurred in connection with the business of the Company.
 - c) He will not be entitled to receive fees for attending any meeting of the Board or a Committee thereof, so long as he functions as Whole-time Director of the Company.
 - d) The terms and conditions of this appointment including his designation can be altered and varied from time to time by the Board as it may, in its discretion, deem fit within the provisions of Schedule XIII of the Companies Act, 1956.
 - e) The appointment can be terminated by either party by giving three months notice in writing to the other.

He will not be required to retire by rotation being a Wholetime Director.

Mr. S Bafna is concerned and interested to the extent of remuneration payable to him. No other Director is interested or concerned in the aforesaid resolution.

The Board recommends the shareholders for passing this resolution.

Item Nos. 5 to 7

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

Mr. Mahendra Kumar Jalan (DIN 00598710) joined the Board of Directors of the Company as a Non-executive Independent Director on 20.03.1990, liable to retire by rotation. He is a B.Com Graduate and an Industrialist having vast experience of business and management.

Mr. Mahendra Kumar Jalan retires by rotation at the ensuing Annual General Meeting (AGM) of the Company under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ("Act") and, being eligible he has offered himself for appointment as an Independent Director of the Company.

Mr. Arun Kumar Kedia (DIN 00502760) joined the Board of Directors of the Company as a Non-executive Independent Director on 27/02/1995, liable to retire by rotation. He is a B.Com Graduate and an Industrialist having vast experience of business and management.

Mr. Arun Kumar Kedia is a Director whose term of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ("Act") and, being eligible he has offered himself for appointment as an Independent Director of the Company.

Dr. Vinod Kumar Rungta (DIN 00087032) joined the Board of Directors of the Company as a Non-executive Independent Director on 02/12/1987, liable to retire by rotation. He is a Company Secretary having vast experience of business and management.

Dr. Vinod Kumar Rungta is a Director whose term of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ("Act") and, being eligible he has offered himself for appointment as an Independent Director of the Company.

NOTES (Contd.)

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, proposes the appointment of Mr. Mahendra Kumar Jalan, Mr. Arun Kumar Kedia and Dr. Vinod Kumar Rungta at the ensuing Annual General Meeting of the Company as an Independent Director under Section 149 of the Act, not liable to retire by rotation, to hold office for a term upto five consecutive years with effect from September 29, 2014 up to September 28, 2019.

Mr. Mahendra Kumar Jalan, Mr. Arun Kumar Kedia and Dr. Vinod Kumar Rungta, non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder and the Listing Agreement for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice have been received from member(s) signifying their intention to propose appointment of these Directors as Independent Directors..

Copy of the draft letter for their appointment as an Independent Directors setting out the terms and conditions will be available for inspection by members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except these Directors, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 5 and 7.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

Item No 8 & 9

The members of the Company had on 30th April, 1990 by way of Ordinary Resolutions passed at the Annual General Meeting had accorded its approval under Section 293(1)(a) of the Companies Act, 1956 for borrowing of sums by the Company up to a limit not exceeding Rs.35 crores (Rupees thirty Five Crores) and to create securities for such borrowings by creation of mortgage, charge and/or hypothecation on movable and immovable assets of the Company.

Upon notification of Section 180(1) (c) and 180(1) (a) of the Companies Act 2013 the Board of Directors of the Company cannot except with the consent of members of the Company by way of Special Resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business in excess of the aggregate of the paid-up share capital and its free reserve and create securities for such borrowings by creation of mortgage and/or charge on movable and immovable assets of the Company. Further the Ministry of Corporate Affairs had vide its Circular dated March 25, 2014 clarified that the resolution(s) passed by the Companies under Section 293 of the companies Acts 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed /approved by the members) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

To cater to the working capital needs, fresh resolutions are proposed to borrow monies from time to time for the purpose of the Company's business, notwithstanding that the monies to be borrowed by the company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs.50 crores (Rupees Fifty Crores) and to create security for the borrowings by way of suitable, mortgage hypothecation or charge on all or any of the movable and/or immovable properties of the Company.

Accordingly the Board of Directors of your Company recommends the passing of resolutions as set out Item Nos. 8 & 9 as the Special Resolutions

None of the Directors, Key Managerial Personnel of the company and their relatives is financially or otherwise concerned or interested in the resolutions.

By Order of the Board

Registered Office:
46-C, J. L. Nehru Road
Kolkata - 700071
the 30th May, 2014

S Bafna
Executive Director



ANNEXURE A

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 29, 2014

Name of Director	SUNIL KRISHNA KHAITAN	MAHENDRA KUMAR JALAN	ARUN KUMAR KEDIA	VINOD KUMAR RUNGTA
Date of Birth	14/12/1960	08/03/1948	07/11/1954	03/08/1946
Date of Appointment	20/03/1990	20/03/1990	27/02/1995	02/12/1987
Relationship with Directors	None	None	None	None
Expertise in specific functional area				
Qualification	B.COM,MBA	B.COM	B.COM	Company Secretary,
Board Membership of other companies as on March 31,2014	1.Khaitan Electricals Ltd.; 2.Khiatan Lefin Limited and 3.Khaitan Hotels Pvt. Ltd.	1.MKJ Enterprises Limited; 2.Keventer Agro Ltd., 3.MKJ Developers Ltd., 4.Metro Dairy Limited; 5.The Right Address Limited; 6.Twenty First Century Securities Ltd.; 7.Cambridge Construction (Delhi) Ltd.; 8. MKJ Tradex Limited; 9.Dankuni Projects Limited; 10.Priya Healthcare Ltd. 11. Keventer Capital Ltd. 12. Bengal Port Pvt. Ltd. 13. Kulpi Post Holding Pvt. Ltd. 14. Eastern Getway Terminal Pvt. Ltd.	1.Classic Marketing Agency Pvt. Ltd., 2.Jai Shankar Properties Pvt. Ltd. 3.Ashirvad Properties Pvt. Ltd., 4.Jaypee Trading Co. Pvt. Ltd., 5.East West International (Exim) Pvt. Ltd., 6.Ashiyana Vinimay Pvt. Ltd., 7.Trincas Management Pvt. Ltd., 8.Abloom Pvt. Ltd., 9.East West Minning Pvt. Ltd., 10.East West International, 11.Ektaa Advisoray Sumit Pvt. Ltd.	1.Basbhumii Realtors Pvt. Ltd. 2.AGL Investors Pvt. Ltd., 3.Wonder Décor Pvt. Ltd., 4.Triton Distributors Pvt. Ltd., 5.Eskay Properties Development Pvt. Ltd. 6.Jhajhar Investment & Trading Pvt. Ltd., 7.Khaitan Electricals Ltd.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2014	<u>Members</u> Share Transfer Committee	<u>Members</u> Audit Committee Remuneration Committee	<u>Members</u> Audit Committee Remuneration Committee	<u>Chairman</u> Audit Committee Remuneration Committee Grievence Committee Share Transfer Committee
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2014	Nil	Nil	Nil	Nil
Number of shares held in the Company as on March 31, 2014	118029	Nil	100	100

DIRECTORS' REPORT

INCLUDING MANAGEMENT DISCUSSION & ANALYSIS REPORT

TO THE MEMBERS
KHAITAN (INDIA) LIMITED

Your Directors have pleasure in presenting their Seventy Seventh Annual Report together with the Audited Accounts for the year ended 31st March, 2014.
 Rs./Lacs

FINANCIAL RESULTS	2013-14	2012-13
Sales & Operating Income were	2971.77	2544.10
Profit/Loss for the year was	(43.13)	(41.47)
From which is deducted		
Depreciation	(140.89)	(147.00)
Leaving a Balance of	(184.02)	(188.47)
TO WHICH IS ADDED :		
Profit/Loss Brought Forward from Previous Years	(667.43)	(478.96)
Making an available surplus of which is carried forward to next year	(851.45)	(667.43)

DIVIDEND

In view of loss, Directors do not recommend any dividend for the year.

MANAGEMENT DISCUSSION & ANALYSIS REPORT
OPERATIONS

Performance of all the Divisions are as under:

Marketing Division : The company has earned royalty of Rs 467.15 lacs compared to the last year's Rs 540.16 lacs.

Sugar Division : The crushing of sugarcane was higher to 7.11 lacs quintals compared to last year's 5.38 lacs quintals, the production of sugar was also higher with recovery of 8.34% compared to last year's 8.33%. Due to abnormal rise in sugarcane prices and other inputs it has resulted in loss during the year under review.

The crushing operations for the season 2013-14 started on 04-12-2013 which was continued for 79 days compared to the last year's 63 days. Performance of the Sugar Division compared to last year is as under:

DETAILS	2013-14	2012-13
Start of Crushing Season	04.12.2013	26.11.2012
Close of Crushing Season	21.02.2014	28.01.2013
Cane Crushed (in lacs Qtls)	7.11	5.35
Recovery (%)	8.34	8.33
Sugar Production (in Qtls)	59,242	44,897

AGRICULTURE DIVISION :

Sugarcane is an agro product and is fully dependent on nature. As reported last year, yield from captive farms was less due to insufficient rain during the growth period of sugarcane. The supply of sugarcane from captive farms to the factory was less compared to last year.

Keeping in view the long term benefit, the company every year plants trees. This year about 25000 trees were planted and about 317000 trees are standing as on 31.03.2014 planted by the Company in last 23 years.

INDUSTRIAL STRUCTURE

The Sugar Mills in the Country have been bleeding for the past 3-4 consecutive years due to huge losses incurred by the mills in the production of sugar. The wide gap between the high cost of production and externally low net realization from sugar have severely impacted the bottom line of the sugar mills. Ex-mill prices of sugar continued to be weak and un-remunerative for the sugar mills. Between September 2012 to January 2014 the sugar price has fallen by almost Rs.7-8 a kg., which has completed up the cash flows resulting in mounting cane arrears of the farmers and unless the prices improve now the sugar industry would be in a severe financial mess. Keeping in view the mounting cane arrears Government of India had sanctioned export subsidy @ Rs,3300/- per ton on raw sugar export for the month of February and March, 2014.

Internal Control Systems : The Company has a well-defined organisational structure, authority levels, guidelines and manuals which provides adequate internal control systems at all levels to conduct business operations efficiently and to safeguard Company's assets. The Company also has adequate budgetary control system and actual performance is monitored by the management consistently.

Human Resources : The Company believes that its employees are a vital resource in the current business environment. The Company is enjoying good and congenial industrial relations at all the Divisions of the Company. As on 31st March, 2014 the total permanent employees were 83 Nos.

CURRENT OUTLOOK
Marketing Division : The Company is the owner of 'Khaitan' Brand and will earn income from royalty.

Sugar Division : Sugarcane is a remunerative crop and planted in moderate areas but due to high temperature and practically no rain for last 6 months it will have bad impact on the standing sugarcane crop. Prevailing market price of sugar is also less compared to the cost of production.



DIRECTORS' REPORT

INCLUDING MANAGEMENT DISCUSSION & ANALYSIS REPORT (Contd.)

Agriculture Division: The only raw material for sugar industry is sugarcane. By this time practically there is no rain and has the adverse impact on standing crop. However, weather can't be predicted. A significant variation in climatic condition can effect yield, recovery and profitability.

Risks & Concerns: Being cyclical in nature, sugar price remains volatile and realizations get adversely affected during a downturn coupled with higher cane price affect the financial position. Procurement of funds to meet working capital requirements and the payment of interest and principle with respect to loans availed. The other associated risk is soaring interest rates.

As Agriculture Division is exposed to nature and as such sugarcane cultivation is monsoon dependant, significant variation in climatic conditions can effect yield and recovery.

Fixed Deposits: Fixed Deposits from the public and employees accepted by the Company stood nil as on 31st March, 2014.

Auditors' Report: The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further explanation. However, due to financial constraints and adverse condition of Sugar Industry instalments to financial institutions service tax amount and other payments were delayed, however the same have since been paid.

Deferred Tax Assets represent brought forward balances for earlier years which shall be written off in due course.

Your company taking steps to get the balance confirmation from Debtors Creditors Loan deposits capital advances against land, land rent etc. Your directors are taking action to get certification from banks.

Directors' Responsibility Statement:

The Board of Directors of your Company confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed except AS-22.
2. That the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors had prepared the annual accounts on a going concern basis.

Corporate Governance Report : A separate report on Corporate Governance is incorporated as a part of the Annual Report and the Auditors' Certificate on compliance under Clause 49 of the Listing Agreement is annexed to the said report.

Directors : Mr. Sunil Krishna Khaitan and Mr. M K Jalan retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

In the terms of the provision of Companies Act 2013, all Independent Directors of the Company must be appointed in accordance with the new Act at a General Meeting of Company within one year of the commencement of the Act. Accordingly Mr. M. K. Jalan, Mr. A. K. Kedia and Dr. V. K. Rungta Independent Directors are recommended for confirmation of appointment as Independent Director for a period of 5 years as par provision of Companies Act 2013.

The details of the Directors being recommended for appointment and contained in the accompanying notice of the forthcoming Annual General Meeting.

Cost Auditors: In compliance to the Central Government Order, your Board has appointed M/s A B & Co. qualified Cost Accountants to carry out Cost Audit of the Cost Accounts maintained by the Company in respect of Sugar Division. This appointment has to be made at the beginning of each financial year. As such an application has already been forwarded to the Central Government to renew the appointment for the current financial year.

Auditors: M/s Chaturvedi & Co. Chartered Accountants retire at the ensuing Annual General Meeting and are eligible for re-appointment.

Personnel: Particulars of employees as required under section 217(2A) of the Companies Act, 1956 is not required as no one is getting Rs 60 lacs a year or Rs 5,00,000/- per month employed for part of the year.

Other Information: The particulars prescribed by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are furnished in the Annexure to the Report.

Acknowledgement: Your Directors place on record their appreciation for the continued co-operation and support extended by the Government of West Bengal, IDBI, Bank of Baroda, cane growers, suppliers, dealers, depositors and the shareholders.

For and on behalf of the Board

Sunil K. Khaitan, *Chairman*

Kolkata
the 30th May, 2014