

# Keval India Limited

CIN: L51109WB1983PLC035843

Regd. Office: 54/10 DEBENDRA CHANDRA DEY ROAD, KOLKATA (WB), 700015  
Phone- 033-66066777, Email: keval.india@rediffmail.com, Website: [www.kevalindia.com](http://www.kevalindia.com)  
Corp. Office: 170/10, Film Colony, R.N.T. Marg, Indore- 452001, Ph.: 0731-4279626

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## NOTICE

**NOTICE** is hereby given that the Annual General Meeting of the members of Keval India Limited will be held at the Registered Office of the Company at 54/10 Debendra Chandra Dey Road, Kolkata – 700015 on Thursday, the 27<sup>th</sup> September, 2018 at 1.30 p.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Seema Hande (DIN: 07139576) who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. To approve the re-appointment of Mr. RAJENDRA PRASAD HARDIYA (DIN: 03157513) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. RAJENDRA PRASAD HARDIYA (DIN: 03157513), who was appointed as an Independent Director of the Company at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014 and who holds office of the Independent Director up to 31<sup>st</sup> March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

By order of the Board of Directors

Place: Indore  
Dated: 14<sup>th</sup> August, 2018

**Sandeep Agrawal**  
Whole-time Director  
DIN: 03327683

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. Register of Members and Share Transfer Books of the Company will remain closed from **20<sup>th</sup> September, 2018** to **27<sup>th</sup> September, 2018** (both days inclusive).
4. Members are requested to:
  - a. Complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
  - b. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
  - c. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
5. Details of Director retiring by rotation / seeking appointment / re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
7. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, and transmission of shares and transposition of shares.
8. SEBI has mandated that transfer of securities would be carried out in dematerialized form only with effect from 05.12.2018. As per the said amendment 'except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository'. The shareholders who continue to hold their shares in physical form, advising them to get the same dematerialized before 05.12.2018.
9. As per the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the following documents/information are required to be submitted by members holding shares in physical form:

- i. Self attested copy of the PAN Card (All the holders in case of joint holding), and
- ii. Original Cancelled Cheque Leaf bearing name of the shareholder OR Copy of Bank Passbook/ Statement showing name of account holder attested by bank having MICR/IFSC etc. (of the first holder in case of joint holding).

Members holding shares in physical form are requested to submit the above mentioned details/ documents to Registrar & Share Transfer Agent (RTA) Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore (MP) 452001.

10. The Notice of Annual General Meeting and Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. [www.kevalindia.com](http://www.kevalindia.com).

### 11. Remote E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

#### The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Monday, 24<sup>th</sup> September, 2018 at 09.00 A.M. and ends on Wednesday, 26<sup>th</sup> September, 2018 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 20<sup>th</sup> September, 2018 i.e. cut-off date (record date), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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.
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (which is printed on address sticker), in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable</li> </ul>

	number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (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 “KEVAL 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 Resolution 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 a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google playstore. Iphone and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Shareholders & Custodians:
- Non-Individual 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II (a) Mr. Ajit Jain, FCS 3933, Practicing Company Secretary (CP No. 2876) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, 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 make, not later than 48 hours of conclusion of the meeting, 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.
12. Voting is provided to the members through remote e-voting and at the Annual General Meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
13. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
14. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.
15. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e- voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
16. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.kevalindia.com](http://www.kevalindia.com) not later than 48 hours of conclusion of the Annual General Meeting of the Company and will be communicated to the Stock Exchange.
17. A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.

By order of the Board of Directors

Place: Indore  
Dated: 14<sup>th</sup> August, 2018

**Sandeep Agrawal**  
Whole-time Director  
DIN: 03327683

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF**  
**THE COMPANIES ACT, 2013.**

**ITEM NO. 3**

In the Annual General Meeting held on 30.09.2014, Mr. RAJENDRA PRASAD HARDIYA (DIN: 03157513) was appointed as an Independent Director of the Company for a term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, his background and experience and contributions made by him during his tenure, considers that, the continued association of aforesaid Independent Director would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, he is proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years on the Board of the Company.

The Proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from appointee that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, proposed appointee fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management. Copy of draft letter of appointment of proposed appointee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

The Company has received notices in writing under section 160 of the Act, proposing his candidature for the office of Director of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, Details of Mr. RAJENDRA PRASAD HARDIYA are provided and forms a part of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Save and except Mr. RAJENDRA PRASAD HARDIYA, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 3 of the Notice.

**ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE- APPOINTMENT/APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD OF GENERAL MEETING:**

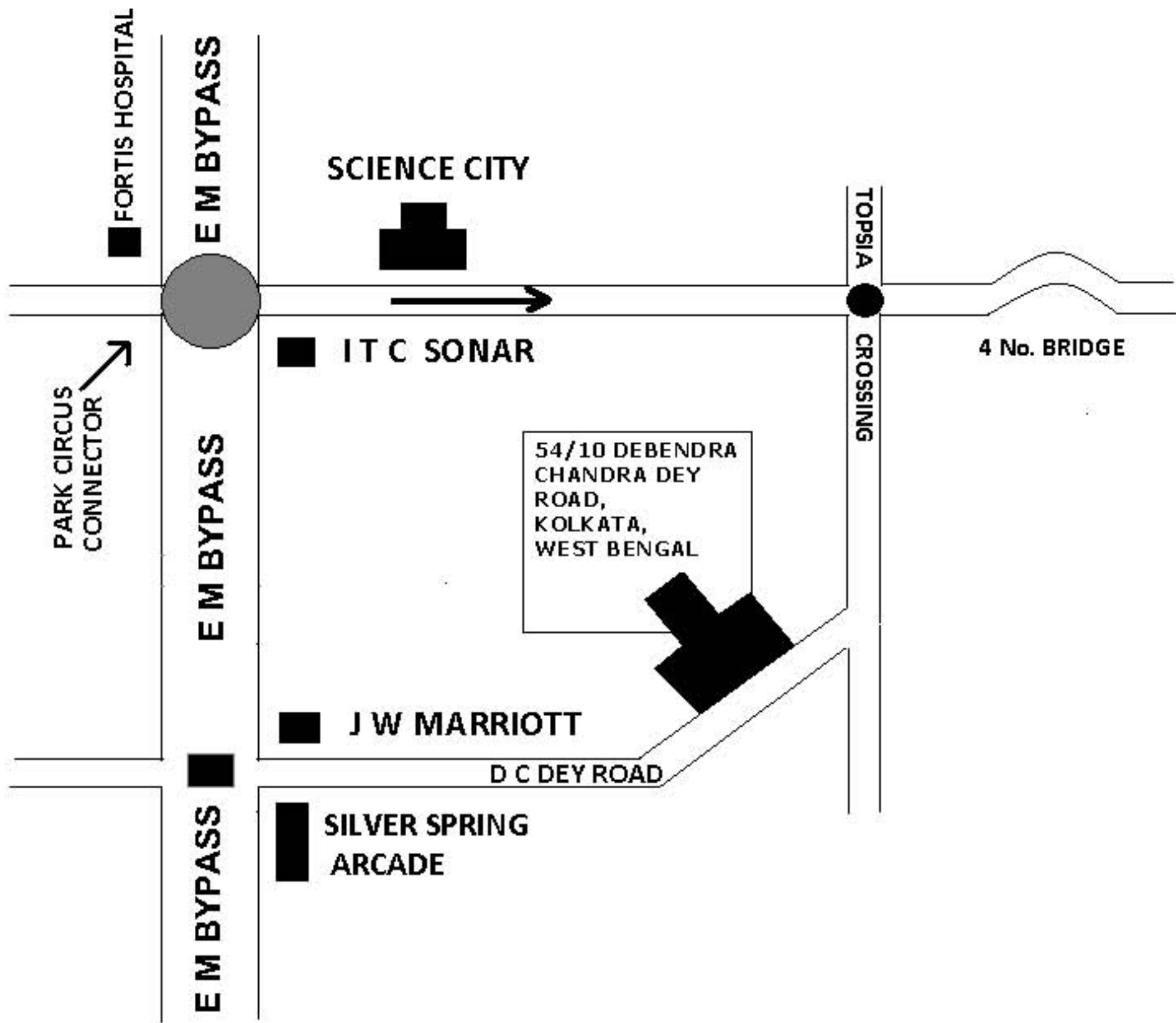
<b>Name of Directors</b>	<b>MS. SEEMA HANDE (DIN: 07139576)</b>	<b>MR. RAJENDRA PRASAD HARDIYA (DIN: 03157513)</b>
<b>Date of Birth</b>	12.06.1966	08.07.1965
<b>Age</b>	52 years	53 years
<b>Date of first Appointment</b>	28.03.2015	09.08.2014
<b>Expertise / Experience in specific functional areas</b>	She is having vast experience in the field of liaisoning and investors relations.	He is having vast experience of trading business.
<b>Qualification</b>	Graduate	B.Com
<b>Terms and Conditions of Appointment/ Re-appointment</b>	As per the resolution passed by the shareholders at the Annual General Meeting held on 30 <sup>th</sup> September, 2015	
<b>Remuneration last drawn</b>	Sitting Fee Rs. 6,000 during FY 2017-18	Sitting Fee Rs. 6,000 during FY 2017-18
<b>Remuneration proposed to be paid</b>	As per existing terms and conditions	As per the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto.
<b>No. &amp; % of Equity Shares held in the Company (as on 31.03.2018)</b>	Nil	Nil
<b>Directorship in other Companies (As on 31.03.2018)</b>	Nil	1. SAMRADHI REAL ESTATE PVT LTD 2. ANANDMANGAL INVESTMENT AND FINANCE PVT.LTD. 3. PROMISE SECURITIES PRIVATE LIMITED 4. YATISH IMPEX PRIVATE LIMITED 5. INDIAN VEGETABLE OIL PROCESSORS ASSOCIATION LIMITED 6. NAVRANG EXPORT PRIVATE LIMITED 7. UTTRANCHAL BIODIESEL LIMITED
<b>Number of Meetings of the Board attended during the year.</b>	6 out of 6	5 out of 6
<b>Chairman / Member of the Committees of the Board Directors of other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	Nil	Nil
<b>Relationship between directors inter-se</b>	Not related to any director of the Company	Not related to any director of the Company

By order of the Board of Directors

**Sandeep Agrawal**  
Whole-time Director  
DIN: 03327683

Place: Indore  
Dated: 14<sup>th</sup> August, 2018

**KEVAL INDIA LTD**  
CIN: L51109WB1983PLC035843  
Regd. Office: 54/10 DEBENDRA CHANDRA DEY ROAD  
KOLKATA WB 700015 IN  
Email Id: [keval.india@rediffmail.com](mailto:keval.india@rediffmail.com); Phone: 033-66066777  
Website: [www.kevalindia.com](http://www.kevalindia.com)





**FORM NO. MGT- 11**  
**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

CIN : L51109WB1983PLC035843

Name of company : **KEVAL INDIA LIMITED**

Registered office : 54/10 Debendra Chandra Dey Road, Kolkata WB 700015 IN

Name of the member(s) :

.....

Registered address :

.....

E-mail Id : .....

Folio No/ Client Id : .....

DP ID : .....

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

1. Name :

.....

Address :

.....

E-mail Id : .....

Signature : ....., or failing him

2. Name :

.....

Address :

.....

E-mail Id : .....

Signature : ....., or failing him

3. 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 Annual General Meeting of the Company, to be held at 54/10 Debendra Chandra Dey Road, Kolkata – 700015 on Thursday, the 27<sup>th</sup> September, 2018 at 1.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
<b>Ordinary Business</b>	
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 together with the Report of the Directors and Auditors thereon.
2.	To appoint a Director in place of Ms. Seema Hande (DIN: 07139576), who retires by rotation and being eligible offers herself for re-appointment
<b>Special Business</b>	
3.	To approve the re-appointment of Mr. Rajendra Prasad Hardiya (DIN: 03157513) as an Independent Director of the Company.

Signed this..... day of..... 2018

Affix Revenue Stamp
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**Signature of shareholder**

**Signature of Proxy**

**holder(s)**

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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# Keval India Limited

CIN: L51109WB1983PLC035843

Regd. Office: 54/10 DEBENDRA CHANDRA DEY ROAD, KOLKATA (WB), 700015

Phone- 033-66066777, Email: keval.india@rediffmail.com, Website: [www.kevalindia.com](http://www.kevalindia.com)

Corp. Office: 170/10, Film Colony, R.N.T. Marg, Indore- 452001, Ph.: 0731-4279626

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## ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON THURSDAY, 27<sup>TH</sup> SEPTEMBER, 2018

Registered Folio No/ Client Id No. ....

Full Name of Member (in BLOCK LETTERS) .....

No. of Shares held.....

I/We certify that I/We am/are registered shareholder/ proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the Annual General Meeting of the Company at 54/10 Debendra Chandra Dey Road, Kolkata WB 700015 IN on Thursday, the 27<sup>th</sup> September, 2018.

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**(Member/proxy's Signature)**

(Name in BLOCK LETTERS, if signed by proxy)

### Note:

1. Shareholders / proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.