

KHADIM INDIA LIMITED

CIN: L19129WB1981PLC034337

Regd. Off. : Kankaria Estate, 5th Floor, 6, Little Russell Street, Kolkata - 700 071
Tel No.: +91 33 4009 0501 | Fax No. +91 33 0090500 | E-mail: compliance@khadims.com |
Website: www.khadims.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and other applicable laws and regulations, to transact the following Special Business by the Members of Khadim India Limited by passing the proposed resolutions as Special Resolutions through Postal Ballot and voting by electronic means.

Special Business:

Item No. 1: Continuation of office of Dr. Indra Nath Chatterjee (DIN: 00122677) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, the consent of the members of the Company be and is hereby accorded for continuation of Directorship of Dr. Indra Nath Chatterjee (DIN: 00122677) who was appointed as an Independent Director of the Company for a period of 5 years at the 33rd Annual General Meeting of the Company held on September 29, 2014 and who will attain the age of 75 years on 15th June, 2019, till the expiry of his existing term(i.e., upto September 28, 2019) and its further continuance, of another 5 consecutive years, if any."

Item No.2: Re-appointment of Dr. Indra Nath Chatterjee (DIN: 00122677) as an Independent Director of the Company, for a second term of 5 consecutive years

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the rules thereunder, Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby granted for the re-appointment of Dr. Indra Nath Chatterjee (DIN: 00122677), for a second term of 5 (Five) consecutive years, commencing from September 29, 2019 to September 28, 2024, who is currently holding the office as an Independent Director up to September 28, 2019 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, as an Independent Director of the Company.

RESOLVED FURTHER THAT Dr. Indra Nath Chatterjee (DIN: 00122677), shall not be liable to retire by rotation."

**By Order of the Board of Directors
For Khadim India Limited**

**Sd/-
Abhijit Dan
Company Secretary & Head - Legal
ICSI Membership No.: A21358**

Place: Kolkata
Date: March 26, 2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder setting out material facts concerning the Resolution is annexed hereto.
2. Mr. A. K. Labh (FCS. F4848, CP No. 3238), Practicing Company Secretary has been appointed as Scrutinizer for conducting Postal Ballot in a fair and transparent manner pursuant to a resolution by the Board of Directors at its meeting held on March 26, 2019.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners received from Depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on April 19, 2019. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar & Transfer Agent (in case of physical shareholding). In case of Members whose email IDs are not registered, physical copy of Postal Ballot Notice is being sent by permitted mode along with a self-addressed Business Reply Envelope.
4. Voting rights shall be reckoned on the paid up capital of shares registered in the name of Member / list of Beneficial Owners as on the cut-off date i.e., Friday, April 19, 2019 (as on the close of working hours).
5. The Resolutions passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting i.e., either by physical postal ballot or e-voting. In case the Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. The Members are requested to exercise their voting rights by using the attached original Postal Ballot Form only.
8. Members who have not received the Postal Ballot Notice can download the Postal Ballot Form from the website of the Company at www.khadims.com and from the website of NSDL at www.evoting.nsdl.com or they may write to compliance@khadims.com for a duplicate Postal Ballot Form.
9. Duly completed Postal Ballot Form should reach to the Registrar and Transfer Agent, Link Intime (India) Private Limited not later than the close of working hours (05:00 p.m.) on Monday, June 03, 2019.
10. The last date of receiving of postal ballot / e-voting will be taken to be the date of passing of the resolutions. You are requested to carefully read the instructions mentioned in the Postal Ballot Form before filling the same.
11. The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after completion of the scrutiny. The results of postal ballot will be declared on Wednesday, June 05, 2019, at 5.00 P.M. at the Registered Office of the Company and will be hosted on the Company's Website i.e. www.khadims.com and on the website of NSDL and also communicated to the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited.

VOTING THROUGH ELECTRONIC MEANS (“e-voting”):

1. As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to cast their vote through electronic means instead of Postal Ballot Form by post. For this, the Company has engaged the services of NSDL having office at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, to provide e-voting services to the members, who are holding the shares as on the cut-off date.
2. The “e-voting” facility shall commence from Sunday, May 05, 2019 at 9:00 A.M. (IST) and ends on Monday, June 03, 2019, at 5.00 p.m.(IST)

INSTRUCTIONS FOR E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nSDL.com to reset the password.
3. In case of any queries / grievance, you may refer the “Frequently Asked Questions (FAQs)” for Shareholders and “e-voting user manual for Shareholders” available under the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or contact Mr. Supratim Mitra, Asst. Vice President / Ms. Pallavi Mhatre, Manager, NSDL, at telephone nos. 033 -2290 4246 / 022 - 2499 4545 or at e-mail id: supratimm@nSDL.co.in / pallavid@nSDL.co.in or alternatively at evoting@nSDL.co.in

Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013

Item No. 1 & 2:

Dr. Indra Nath Chatterjee, Independent Director had been appointed by the Members at the Annual General Meeting held on September 29, 2014 for a term of 5 consecutive years up to September 28, 2019.

Dr. Indra Nath Chatterjee would attain the age of 75 years on June 15, 2019. As per amended Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval from the members of the Company is required by way of Special Resolution on or before June 15, 2019 in order to continue the Directorship of Dr. Indra Nath Chatterjee as an Independent Director subsequent to attaining age of 75 Years.

In line with the aforesaid provisions of the Companies Act, 2013, SEBI Regulations and based on professional skill, knowledge, experience, continued valuable guidance to the management and the contributions made by Dr. Chatterjee during his association with the Company and also on the basis of his performance evaluation, the Board of Directors of the Company has, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of Dr. Indra Nath Chatterjee, as an Independent Director of the Company.

Further, in the opinion of the Board, Dr. Indra Nath Chatterjee fulfils the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director of the Company.

Dr. Indra Nath Chatterjee is independent of the Management of the Company.

It is therefore proposed to re-appoint Dr. Indra Nath Chatterjee as an Independent Director of the Company, to hold office for a second term of 5 consecutive years, commencing from September 29, 2019 to September 28, 2024, with a period of office not liable to determination by retirement by rotation.

The details of Dr. Indra Nath Chatterjee are provided in the Annexure to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standards on General Meetings.

Dr. Indra Nath Chatterjee is eligible and is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has consented to continue as an Independent Director of the Company. The Company has also received a declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations. Further, the Company has pursuant to Section 160 of the Act, received notice, in writing, from a member proposing his candidature for re-appointment as an Independent Director.

All relevant documents concerning re-appointment of Dr. Indra Nath Chatterjee as an Independent Director shall be open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of declaration of the Postal Ballot Result.

None of the Directors/ Key Managerial Personnel of the Company or his relatives except Dr. Indra Nath Chatterjee are concerned or interested (financially or otherwise), in the proposed resolution to be passed as a Special Resolution.

The Board recommends the resolutions as set out in Item No. 1 & 2 of the Notice, for approval of the members of the Company through Postal Ballot.

**By Order of the Board of Directors
For Khadim India Limited**

**Sd/-
Abhijit Dan
Company Secretary & Head - Legal
ICSI Membership No.: A21358**

Place: Kolkata
Date: March 26, 2019

INFORMATION ON DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to applicable Listing Regulations and Secretarial Standards on General Meeting]

Name of the Director	Dr. Indra Nath Chatterjee (DIN:00122677)
Date of Birth	16/06/1944
Age	74 Years
Qualifications	Post-Graduate Diploma in Management from the Indian Institute of Management, Calcutta and a Doctorate in Management from Symbiosis International University. He is a Fellow member of the Institute of Company Secretaries of India and a Fellow member of the Institute of Cost Accountants of India. He has also done an advance Executive Program from Kellogg Graduate School of Business, USA.
Expertise in Specific Functional Area	Finance and Management
Experience	He has been associated with Khadim India Limited since 2006 and has 42 years of experience working in multi-national corporations, public sector undertakings, and educational institutions. Prior to joining our Company, he has been associated with Hinduja Group as Group President, Jindal Drilling & Industries Limited as Director, Oil and Natural Gas Corporation Limited (ONGC) as Director (Finance) and Indian Oil Corporation as nominee Director from ONGC. Further, he had also been associated with Tata Engineering and Locomotive Company Limited (currently known as Tata Motors Limited), Indian Airlines, Kamani Services Private Limited, Calcutta Business School, IFFCO- Tokio General Insurance Company Limited and Pioneer Insurance Services Limited.
Date of first appointment on the Board	29/09/2014
Shareholding in the Company	NIL
Relationship with other Directors or with KMP	None
Number of Board meetings attended during the Financial Year 2018-19 (till the date of the Notice)	Number of Meetings held: 5 Number of Meetings attended: 5
List of Directorships held in other Public Companies (excluding foreign Companies and Companies under Section 8 of the Companies Act, 2013)	None
Chairman / Member of the Committees of Board of Directors of other Companies in which he / she is a Director [#]	None
Terms and conditions of Appointment or Re-appointment	It is proposed to re-appoint Dr. Indra Nath Chatterjee as an Independent Director of the Company, to hold office for a second term of 5 (Five) consecutive years, commencing from September 29, 2019 to September 28, 2024, with a period of office not liable to determination by retirement by rotation.
Details of Remuneration sought to be paid	Dr. Indra Nath Chatterjee shall be eligible for the following: <ul style="list-style-type: none"> a. Sitting fees for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board; b. Reimbursement of expenses for participation in the Board and other meetings; and c. Profit related commission as may be approved by the members.
Remuneration last drawn by such person, if applicable. (During the Financial Year 2018-19 till date of this Notice)	Rs. 0.42 million

[#] Includes only Audit Committee and Stakeholders' Relationship Committee.

KHADIM INDIA LIMITED

Regd. Office: "Kankaria Estate", 5TH floor, 6, Little Russel Street, Kolkata-700071
Telephone: +91 33 40090501 | **Fax:** +91 33 40090500 | **Website:** www.khadims.com
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POSTAL BALLOT FORM

(Please carefully read the instructions printed overleaf before exercising the vote)

Sr. No.:

1.	Name of the first named shareholder (in Block Letters)	
2.	Postal Address	
3.	Name(s) of the joint holder(s), if any	
4.	Registered Folio No. / DP ID & Client ID * (*applicable to investors holding shares in dematerialized form)	
5.	Number of Equity Shares held	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice dated March 26, 2019 by sending my/ our assent or dissent to the said Resolution by placing a tick (√) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Sl. No.	Description of Resolution	Type of Resolution	No. of share(s) for which vote(s) cast	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Continuation of office of Dr. Indra Nath Chatterjee (DIN: 00122677) as an Independent Director of the Company	Special Resolution			
2.	Re-appointment of Dr. Indra Nath Chatterjee (DIN: 00122677) as an Independent Director of the Company, for a second term of 5 consecutive years commencing from September 29, 2019 to September 28, 2024	Special Resolution			

Place:

Date:

Signature of the Member / Authorised Signatory

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password
110638		

Note: Please read the complete instructions mentioned overleaf.

INSTRUCTIONS:

- 1) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and dispatch it in the attached self-addressed Business Reply Envelope so as to reach Company's Registrar and Transfer Agent, Link Intime (India) Private Limited before the close of working hours (05:00 p.m.) on Monday, June 03, 2019. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered / speed post at the expense of the registered member will also be accepted.
- 2) Member(s) can opt for only one mode of voting i.e. either by physical postal ballot or e-voting. In case the Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 3) For detailed instruction on e-voting, please refer to the notes appended to the notice
- 4) Voting rights shall be reckoned on the paid up capital of shares registered in the name of Member / list of Beneficial Owners as on the cut-off date i.e. Friday, April 19, 2019 (as on the close of working hours).
- 5) Member(s) are requested to exercise their voting rights by using the attached original Postal Ballot Form only.
- 6) Members who have not received the Postal Ballot Notice can download the Postal Ballot Form from the website of the Company at www.khadims.com and from the website of NSDL at www.evoting.nsdl.com or they may write to compliance@khadims.com for a duplicate Postal Ballot Form.
- 7) The vote should be casted either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- 8) The Postal Ballot Form should be completed and signed by the Member. There will be one Postal Ballot Form for every Folio / DP ID & Client ID irrespective of the number of joint holders. In case of joint shareholding, this Form should be completed and signed by the first named Member and/or his attorney provided the Power of Attorney has been earlier registered with the Company. In the absence of the first named Member, the Form may be completed and signed by the next named Member. However, where the Form is sent separately by the first named Member and the joint holder(s), the vote of the first named Member would be valid. Voting rights in the postal ballot cannot be exercised by a proxy, though corporate and institutional Members shall be entitled to vote through authorized representatives with proof of their authorization.
- 9) In case of shares held by the body corporate, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization, together with the specimen signature(s) of the duly authorized signatories.
- 10) The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy. The last date of receiving of postal ballot / e-voting will be taken to be the date of passing of the resolutions.
- 11) The person signing the Postal Ballot Form should sign as per the specimen signature registered with the Company.
- 12) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Members are requested to fill the Form in indelible ink and not in any erasable writing mode.
- 13) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer, and any extraneous paper found in such envelope may not reach the Company.
- 14) The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
- 15) Duly completed Postal Ballot Form should reach to the Registrar and Transfer Agent, Link Intime (India) Private Limited not later than the close of working hours (05:00 p.m.) on Monday, June 03, 2019.
- 16) The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after completion of the scrutiny. The results of postal ballot will be declared on Wednesday, June 05, 2019, at 5.00 P.M. at the Registered Office of the Company and will be hosted on the Company's Website i.e., www.khadims.com and on the website of NSDL and also communicated to the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited.