



KANORIA CHEMICALS & INDUSTRIES LIMITED

Registered Office : Park Plaza
71, Park Street, 7th Floor
Kolkata-700 016

Tel : +91-33-4031-3200
Fax : +91-33-4031-3220
CIN : L24110WB1960PLC024910
E-mail : calall@kanoriachem.com
Website : www.kanoriachem.com

KC-13/

20th February, 2019

The Manager
Listing Department
National Stock Exchange of India Limited,
"Exchange Plaza",
Plot No. C/1, "G" Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

Symbol: KANORICHEM

DCS-CRD
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Code No. 50 6525

Dear Sir,

Ref: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015

Sub.: Postal Ballot Notice

Pursuant to the Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice along with Postal Ballot Form, to be dispatched to the Shareholders of the Company as on the Cut-Off Date i.e. Friday, the 15th February, 2019.

You are requested to take the same on your records.

Thanking you,

Yours sincerely,
For Kanoria Chemicals & Industries Limited


N K Sethia
Company Secretary

Encl : above



KANORIA CHEMICALS & INDUSTRIES LIMITED

CIN: L24110WB1960PLC024910

Registered Office: "Park Plaza", South Block, 7th Floor, 71, Park Street, Kolkata – 700 016
Phone: (033) 4031 3200, Email: investor@kanoriachem.com, Website: www.kanoriachem.com

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), to seek approval of the shareholders, by way of Postal Ballot including voting by electronic means ("e-voting"), to the proposed resolutions detailed below.

The proposed resolutions and explanatory statement stating the material facts and the reasons for the proposal are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Shri H. M. Choraria (Membership No. FCS 2398, CP No. 1499), practising company secretary and proprietor of H. M. Choraria & Co., Kolkata as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours i.e. 5.00 P.M. (IST) on Monday, the 25th March, 2019. The Company is also providing e-voting facility for voting on the proposed resolutions. Shareholders desiring to opt for e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting procedure.

SPECIAL BUSINESS

1. Re-appointment of Shri S. V. Kanoria as the Wholetime Director

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

"RESOLVED that pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, other approvals as may be necessary in this regard and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors in its Meeting held on 13th February, 2019, consent of the Company be and is hereby accorded to the re-appointment of Shri S. V. Kanoria (DIN : 02097441) as the Wholetime Director of the Company, for a period of three years with effect from 1st April, 2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee at its Meeting held on 13th February, 2019 and as set out in the Agreement dated 13th February, 2019, entered into between the Company and Shri S. V. Kanoria, Wholetime Director, more explicitly set out in the explanatory statement, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration, from time to time, during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Shri S.V.Kanoria, subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time."

"RESOLVED FURTHER that in the event of no profits or inadequacy of profits in any financial year during the currency of tenure of office of Shri S.V.Kanoria, the Company will pay him, in respect of such financial year, minimum remuneration subject to the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and all acts, done by and with the authority of the Board of Directors of the Company in this matter be and are hereby confirmed and ratified."

2. Continuing directorship of Shri G. Parthasarathy as Non-Executive Independent Director

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

"RESOLVED that pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 notification dated 9th May, 2018, and other applicable provisions, if any, consent of the Members of the Company be and is hereby accorded for the continuation of directorship of Shri G. Parthasarathy (DIN: 00068510), who was appointed as an Independent Director of the Company for a period of five years w.e.f. 5th September, 2014 up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019 and who has attained the age of 75 years, for the remaining period of his existing tenure of directorship as Independent Director of the Company."

"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 do all such acts, deeds, matters and things as may be necessary, proper and expedient in this regard."

Registered Office
'Park Plaza'
71, Park Street
Kolkata-700 016
Date: 13th February, 2019

By order of the Board of Directors

N. K. Sethia
Company Secretary



NOTES :

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") stating all material facts and reasons for the proposed resolutions is annexed hereto.
2. This Notice alongwith the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website, www.kanoriachem.com and on the website of National Securities Depository Limited ("NSDL"), www.evoting.nsdl.com
3. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members on Friday, the 15th February, 2019 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the Cut-off date is requested to treat this Notice for information purposes only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing voting by electronic means ("**e-voting**") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case, any Member cast his votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Monday, the 25th March, 2019.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Download section of NSDL's e-voting website www.evoting.nsdl.com or contact: Shri N. K. Sethia, Company Secretary & Compliance Officer at telephone No.(033) 4031-3200 or by email at nksethia@kanoriachem.com
9. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 P.M. (IST) on Monday, the 25th March, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post or deposited personally at the address given on the self-addressed Business Reply Envelope at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 P. M. (IST) on Monday, the 25th March, 2019, it will be considered that no reply from the Member has been received.
Additionally, please note that the Postal Ballot Forms shall be considered invalid; if:-
(i) it is not possible to determine without any doubt the assent or dissent of the Member; and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote; and/ or (v) the details provided in the form are incomplete or incorrect; and/or (vi) Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority and/or (vii) Postal Ballot Form is not signed or signature does not tally; and/or (viii) if the Postal Ballot Form other than the one issued by the Company is used.
10. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website www.kanoriachem.com and send the duly completed and signed Postal Ballot Form to Shri H. M. Choraria, Scrutinizer (Unit: Kanoria Chemicals & Industries Limited) C/o. C. B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019, so as to reach on or before 5.00 P. M. (IST) on Monday, the 25th March, 2019.
11. In case, a Member is desirous of obtaining a duplicate Postal Ballot Form, the Member may write to the Company at its registered office or its Registrar and Share Transfer Agents, C. B. Management Services Private Limited, P - 22, Bondel Road, Kolkata – 700 019. The duplicate Postal Ballot Form may also be downloaded from the Company's website www.kanoriachem.com However, the duly completed and signed Duplicate Postal Ballot Form should reach the Scrutinizer on or before 5.00 P. M. (IST) on Monday, the 25th March, 2019.
12. The documents referred to in the Explanatory Statement shall be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the corporate office of the Company (address: Kanoria Chemicals & Industries Limited, Indra Prakash Building, 2nd Floor, 21, Barakhamba Road, New Delhi – 110 001) on any working day between 11.00 A.M. and 1.00 P.M. till Monday, the 25th March, 2019.
13. The details of the process and manner for remote e-voting are explained herein 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 are 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 :

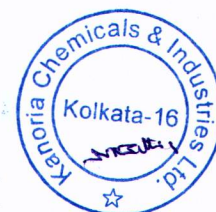
Manner of holding Shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who 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*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if EVEN is 101456 and folio number is 001*** 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, **click 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 are mentioned 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 Kanoria Chemicals & Industries Limited.**
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

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to kanoriachemscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
 - (b) 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.
 - (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
14. Other Instructions :
- (i) The e-voting period commences from 9.00 A.M. (IST) on Sunday, the 24th February, 2019 and ends at 5.00 P. M. (IST) on Monday, the 25th March, 2019.
During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, the 15th February, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
 - (ii) The Scrutinizer will, after completion of the scrutiny of the Postal Ballots, both physical and through e-voting, prepare a Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions and submit the same with the Chairman or any person authorized by him in writing, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
 - (iii) The result of the voting by Postal Ballot will be announced on or before Wednesday, the 27th March, 2019. The result along with the Scrutinizer's Report shall be displayed on the notice board at the Registered Office and the Corporate Office of the Company and shall also be placed on the Company's website www.kanoriachem.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com for the information of the Members, immediately after the declaration of the result by the Chairman or any person authorised by him in writing. The Company shall simultaneously intimate the result to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

Re: Item No. 1

The current term of Shri S.V. Kanoria (DIN: 02097441) as the Wholtime Director of the Company, effective from 1st April, 2016 for three years, expires on 31st March, 2019. Shri S. V. Kanoria, aged about 37 years is an MS in Computer Science from the University of Illinois – Urbana Champaign, USA, has about 15 years of commercial, industrial, managerial and operational experience including overseas work experience.

He was appointed a Member of the Board of the Company on 1st April, 2016.

He attended all the four Board Meetings held till date during the year 2018-19.

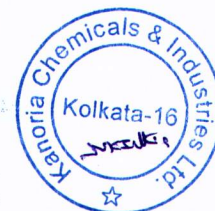
He holds 556,440 Equity Shares in the Company. Except being a relative of Shri R. V. Kanoria, Managing Director and Smt. Madhuvanti Kanoria, a Director of the Company, he is not related to any other Director or Key Managerial Personnel of the Company.

He is a Member of the Stakeholders Relationship Committee and Finance Committee of the Board of Directors of the Company. He does not hold any Committee chairmanship/ membership in any other company.

He is a Director in the following companies:

Name of the Company	Position held
KPL International Limited	Director
Vardhan Finvest Limited	Director
India General Trading Co. Limited	Director
R V Investment & Dealers Limited	Director
PHD Chamber of Commerce and Industry	Director
Breaking Wave Software Private Limited	Director
Humbleschool Private Limited	Director

On the recommendation made by the Nomination and Remuneration Committee in its Meeting held on 13th February, 2019, as also approved by the Audit Committee, the Board of Directors of the Company at its Meeting held on 13th February, 2019, re-appointed Shri S. V. Kanoria as the Wholtime Director of the Company for a period of three years with effect from 1st April, 2019, subject to the approval of the shareholders of the Company and other necessary approvals, if any, on the terms and conditions including remuneration as



recommended by the Nomination and Remuneration Committee and as set out in the Agreement dated 13th February, 2019, entered into between the Company and Shri S. V. Kanoria. The main terms and conditions of the said Agreement are as follows:-

REMUNERATION

Shri S.V. Kanoria, in consideration of his services will be entitled to the following by way of remuneration during his tenure of three years effective from 1st April, 2019:

(a) **Salary**

Rs. 5,50,000/- (Rupees Five lakh fifty thousand only) per month. The increment will be as decided by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee.

(b) **Commission**

At the rate of 1% (one percent) of net profits of the Company for each financial year, computed in the manner laid down under Section 198 of the Companies Act, 2013 or any statutory modifications or re-enactment thereof and shall be payable on pro-rata basis for any broken period.

(c) **Perquisites**

Shri S. V. Kanoria will be entitled to the following perquisites in addition to Salary and Commission, restricted to an amount equal to 125% (one hundred twenty five percent) of his Annual Salary. Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows :-

Category - A

This will comprise of Residential accommodation or House Rent Allowance, Medical reimbursement/Allowance, Leave Travel reimbursement/Allowance, fees of Clubs and Group Mediclaim/Personal Accident Insurance. These may be provided for as under:-

Housing

- Residential Accommodation or Monthly House Rent Allowance at the rate of 60% of the Salary.
- Expenses pertaining to use of Gas, Electricity, Water will be borne/reimbursed by the Company.
- The Company will provide Furniture, Fixtures and Furnishings at the residence.

Medical Reimbursement/Allowance

As per the rules of the Company.

Leave Travel Reimbursement/Allowance

Reimbursement of all the expenses incurred during Leave Travel period in respect of himself and family and/or Allowance, subject to a ceiling of one month's salary per annum. The entitlement in respect of any one year, to the extent not availed of, shall be allowed to be accumulated upto the next two years.

Club Fees

Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

Group Mediclaim and Personal Accident Insurance

As per the rules of the Company.

Category-B

- Contribution to Provident Fund as per the Rules of the Company.
- Gratuity at the rate of half month's salary for each completed year of service.
- Leave with full pay or encashment thereof as per the rules of the Company.

In computing the monetary ceiling on perquisites as mentioned above, Company's contribution to Provident Fund, Gratuity and encashment of leave at the end of the service shall not be taken into account.

Category-C

a) **Conveyance facilities**

The Company shall provide suitable conveyance facilities as may be required by the Wholetime Director, Shri S. V. Kanoria.

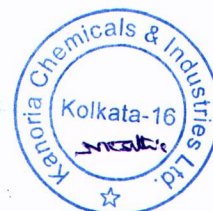
b) **Telephone/Communication facilities**

The Company shall provide free telephone facility at his residence including mobile phone and other suitable communication facilities.

Other Perquisites

Subject to the ceiling on remuneration as prescribed under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time, Shri S. V. Kanoria may be given other allowances, benefits and perquisites as the Board of Directors may, from time to time, decide.

Perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.



Minimum Remuneration

In the event of no profits or inadequacy of profits in any financial year during the currency of tenure of office of Shri S. V. Kanoria, the Company will pay him, in respect of such financial year, minimum remuneration subject to the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time

General

Shri S. V. Kanoria will be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of the business of the Company.

Shri S. V. Kanoria shall not, so long as he acts as the Wholetime Director of the Company be paid any sitting fees for attending any Meetings of the Board or any Committee thereof.

In terms of the provisions of Section 152 of the Companies Act, 2013, Shri S. V. Kanoria's appointment shall be subject to retirement by rotation, and he shall ipso facto immediately cease to be the Wholetime Director, if he ceases to hold the office of the Director for any cause.

For the purpose of Provident Fund, Gratuity and other like benefits, the service of Shri S. V. Kanoria shall be considered from the date of joining the Company.

This appointment may be terminated by either side by giving three months notice or salary in lieu of notice without assigning any reason.

The terms and conditions of appointment and/or remuneration of Shri S.V.Kanoria may be altered and varied, from time to time, during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Shri S.V.Kanoria, subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time.

In terms of Schedule V to the Companies Act, 2013, the following information is given to the Shareholders**I. General Information**

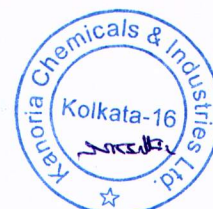
- 1) Nature of Industry : Chemicals manufacturing and Solar Power generation
- 2) Date of commencement of Commercial Production : 1965
- 3) Financial Performance : (Rs. in Million)

Financial Year	Total Income	Operating Profit	Profit before Tax	Profit after Tax
2017-18	3,701	365	82	56
2016-17	3,500	512	100	187
2015-16	3,509	541	223	170
- 4) Foreign Investments or Collaborators : There were 246 FI/FII/Foreign Nationals/ NRI/OCBs Shareholders holding 3,16,141 Equity Shares of the Company as on 31st December, 2018. The Company does not have any foreign Collaborator.

II. Information about the appointee

- 1) Background Details : Shri S.V. Kanoria is an MS in Computer Science from the University of Illinois – Urbana Champaign, USA. He has served the Company in various capacities at senior management level before being appointed as Wholetime Director of the Company in the year 2016. He has about 15 years of commercial, industrial, managerial and operational experience, including overseas work experience.
- 2) Past Remuneration :

Financial Year	(Rs. in Million)
2017-18	7.56
2016-17	5.16
- 3) Recognition or Awards : Shri S. V. Kanoria has been awarded "Magna cum Laude" by Cornell University for outstanding academic performance.
- 4) Job profile and his suitability : Shri S.V. Kanoria devotes whole time attention to the management of the affairs of the Company and exercises powers subject to the superintendence, direction and control of the Board of Directors.
- 5) Remuneration Proposed : Salary @ Rs. 5,50,000/- p.m., Commission @ 1% of the net profits, computed in the manner laid down under Section 198 of the Companies Act, 2013, and other perquisites, as spelt out in the explanatory statement, hereinabove. The increment will be as decided by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee.
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person : The remuneration proposed is in consonance with similar position in the industry.



- 7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any. : Except the remuneration to be received from the Company and to receive dividend declared, Shri S.V. Kanoria does not have any pecuniary relationship directly or indirectly with the Company. He is related to Shri R. V. Kanoria, Managing Director of the Company.

III. Other Information

- | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ol style="list-style-type: none"> 1) Reasons of Inadequacy of Profits 2) Steps taken or proposed to be taken for improvement 3) Expected increase in productivity and profits in measurable terms | } | <p>The Company expects to earn adequate profits for payment of managerial remuneration. But, as an abundant caution for payment of minimum remuneration to Shri S. V. Kanoria in case of no profit or inadequate profit in any particular year during his tenure, this information is provided to the shareholders.</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

The appointment and remuneration of Shri S.V. Kanoria, fixed in accordance with the applicable provisions of the Companies Act, 2013, is subject to approval of the shareholders. Hence, the Special Resolution set out in Item No.1 of the Notice is placed for your approval. The Board of Directors recommend passing of the said resolution in the interest of the Company.

Except Shri S. V. Kanoria, Shri R. V. Kanoria, Managing Director and Smt. Madhuvanti Kanoria, a Director of the Company and their relatives as shareholders of the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The above information in respect of Shri S. V. Kanoria may also be treated as information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as the Wholtime Director of the Company.

Re : Item No. 2

The Members of the Company are informed that SEBI has vide a Notification on 9th May, 2018 amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as "New Regulations") and among other matters, inserted a new regulation 17(1A) which shall be applicable with effect from 1st April, 2019. In terms of the said new regulation, a person shall not be eligible to get appointed as a non-executive director or in case of an existing non- executive director, shall not be eligible to continue such directorship in a listed entity with effect from 1st April, 2019, if he/she has attained the age of seventy five years unless the approval of the shareholders is obtained by way of a special resolution.

Shri G. Parthasarathy (DIN: 00068510), aged 78 years who was appointed as an Independent Director of the Company at the 54th Annual General Meeting held on 5th September, 2014, for a period of five years up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019, has already attained the age of 75 years.

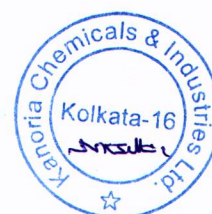
Shri G. Parthasarathy is a retired Government Officer in Indian Foreign Service. He has graduated with a B.E. Degree in Electrical Engineering from the College of Engineering, Guindy, Madras in 1962. He has vast experience in the fields of administration and public relations. Prior to his entry to the Indian Foreign Service, Shri Parthasarathy was a Commissioned Officer in the Indian Army (1963-1968). He has served in Indian Missions abroad as Second/First Secretary, Embassy of India, Moscow (1969-1973), Deputy High Commissioner to Tanzania (1974-1976), Counsellor (Political and Press), Embassy of India, Washington D.C., (1978-1981); and Consul General of India, Karachi (1982-1985). He has also served as High Commissioner of India to Cyprus (1990-92), Ambassador of India to Myanmar (1992-95), High Commissioner of India to Australia (1995-98) and High Commissioner of India to Pakistan (1998-2000). He was Deputy Secretary in the Foreign Secretary's Office (1976-1978) in New Delhi. He has served as Spokesman, Ministry of External Affairs and Information Adviser and Spokesman in the Prime Minister's Office with the then Prime Minister Rajiv Gandhi (1985-90). He has been a member of Indian Delegations in several international conferences including summits at United Nations, Non-Aligned Movement and SAARC.

Shri Parthasarathy is presently President of the India Habitat Centre, New Delhi and Research Professor in the Centre for Policy Research in New Delhi. He is also a member of the Executive Committee of the Centre for Air Power Studies in New Delhi. His main areas of interest are developments in India's neighbourhood and issues of economic integration, energy and national security and terrorism. Shri Parthasarathy is a widely read Columnist, writing for a number of newspapers and news agencies in India and abroad, on foreign policy and national security issues. He is on the Panel of Experts from India for Track 2 Dialogue with ASEAN and a Director in the India-Sri Lanka Foundation. He is also a member of the Indian Delegation to the high-level Indo-U.S. Strategic Dialogue organized in collaboration with the Aspen Institute in the USA. He is a Director of DHFL Pramerica Asset Managers Pvt. Limited. He is a Member of the Nomination and Remuneration Committee of the Company. He does not hold Committee membership in any other company.

His in depth knowledge and vast experience in the fields of administration and public relations adds value to the Board and Committee(s) and contributes effectively in the deliberations and decision making. In order to continue to derive the benefits of his knowledge and experience, It is in the interest of the Company to continue the directorship of Shri G. Parthasarathy as an Independent Director of the Company.

As required under the said New Regulations of SEBI, the Nomination and Remuneration Committee of the Company has considered the matter in its meeting held on 13th February, 2019 and recommended to the Board of Directors the continuation of directorship of Shri G. Parthasarathy in the Company for the remaining period of his tenure.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and continue to reap the benefits



of Shri G. Parthasarathy's valuable experience and expertise for the Company, has in its meeting held on 13th February, 2019 approved continuation of directorship of Shri G. Parthasarathy in the Company for the remaining period of his tenure, subject to the approval of the shareholders of the Company. Hence, the Special Resolution set out in Item No.2 of the Notice is placed for your approval. The Board of Directors recommend passing of the said resolution in the interest of the Company.

Except Shri G. Parthasarathy and his relatives as shareholders of the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

Registered Office

'Park Plaza'
71, Park Street
Kolkata-700 016
Date: 13th February, 2019

By order of the Board of Directors

N. K. Sethia
Company Secretary





KANORIA CHEMICALS & INDUSTRIES LIMITED

CIN: L24110WB1960PLC024910

Registered Office: "Park Plaza", South Block, 7th Floor, 71, Park Street, Kolkata – 700 016
Phone: (033) 4031 3200, Email: investor@kanoriachem.com, Website: www.kanoriachem.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

- Name(s) of Shareholder(s) :
(IN BLOCK LETTERS)
(including joint holders, if any)
- Registered address of the sole / first named Shareholder :
- Registered Folio No./ DP ID & Client ID :
- Number of shares held :
- Class of Shares : Equity Shares :
- I/We hereby exercise my /our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 13th February, 2019 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate column below:

Item No.	Description	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
1.	Special Resolution: Consent for re-appointment of Shri S. V. Kanoria (DIN : 02097441) as Wholetime Director of the Company for a period of three years w.e.f. 1st April, 2019, pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to other approvals, if any.			
2	Special Resolution : Consent under newly inserted Regulation 17(1A) in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for continuation of directorship of Shri G. Parthasarathy (DIN: 00068510), who was appointed as an Independent Director of the Company for a period of five years w.e.f. 5th September, 2014 up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019 and who has attained the age of 75 years, for the remaining period of his existing tenure of directorship as Independent Director of the Company.			

Place :

Date :

Signature of the Shareholder



(This portion may be torn off and retained by the Member)

Particulars for e-voting

Members opting to vote through e-voting, instead of voting through the Postal Ballot Form, may access the e-voting facility through the web link: <https://www.evoting.nsdl.com/> Particulars for e-voting are as under:

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

E-voting will be available during the following period:

Commencement of E-voting	End of E-voting
9:00 A. M. (IST) on Sunday, the 24th February, 2019	5:00 P. M. (IST) on Monday, the 25th March, 2019

The e-voting will not be allowed beyond 5:00 P. M. (IST) on Monday, the 25th March, 2019 and the e-voting shall be disabled by NSDL upon expiry of the aforesaid date and time.

E-voting is optional. The detailed procedure in this regard is enumerated in Note No. 13 to the Postal Ballot Notice.

Last date for Receipt of Postal Ballot Form by the Scrutinizer is Monday, the 25th March, 2019 upto 5.00 P.M. (IST).



INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Envelopes containing Postal Ballots, if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorisation. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent or dissent by placing a tick mark (✓) in the appropriate column.
5. Incomplete, unsigned, incorrect, improperly tick-marked, defaced or mutilated Postal Ballot Forms are liable to be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. (IST) on Monday, the 25th March, 2019. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
7. A Member desirous of obtaining a duplicate Postal Ballot Form, may write to the Company at its registered office or its Registrar and Share Transfer Agents, C. B. Management Services Private Limited, P - 22, Bondel Road, Kolkata – 700 019. The duplicate Postal Ballot Form may also be downloaded from the Company's website www.kanoriachem.com However, the duly completed and signed Duplicate Postal Ballot Form should reach the Scrutinizer on or before 5.00 P. M. (IST) on Monday, the 25th March, 2019.
8. The exercise of the vote through Postal Ballot is not permitted through a proxy.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. Friday, the 15th February, 2019.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The result of the voting by Postal Ballot will be announced on or before Wednesday, the 27th March, 2019 and displayed on the Notice Board of the Company at its Registered Office and the Corporate Office, intimated to the stock exchanges, hosted on the website of the Company and National Securities Depository Limited ("NSDL").
13. **E-voting:** in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is providing E-voting facility through e-voting platform of NSDL as an alternate which would enable the Members to cast votes electronically, instead of sending Physical Ballot Form. Please note that E- voting is optional. In case a Member has voted through E-voting facility, he/she is not required to send the Physical Ballot Form. In case Member(s) cast their votes via both modes i.e., Physical Ballot as well as E-voting, then voting done through E-voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto for detailed instructions with respect to E- voting.

