



Kanoria Chemicals
& Industries Limited

KANORIA CHEMICALS & INDUSTRIES LIMITED

CIN: L24110WB1960PLC024910

Registered Office: "Park Plaza", South Block, 7th Floor, 71, Park Street, Kolkata – 700 016

Phone: (033) 4031 3200, Fax: (033) 4031 3220

Email: investor@kanoriachem.com, Website: www.kanoriachem.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of the Members of **Kanoria Chemicals & Industries Limited** will be held at **Shripati Singhania Hall in Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 (near to Nehru Children Museum), on Thursday, the 13th September 2018 at 3.00 P.M.** for the transaction of the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended 31st March 2018.
3. To appoint a Director in place of Shri S.V. Kanoria (DIN: 02097441), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions:

4. As an Ordinary Resolution

"RESOLVED that pursuant to Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sidharth Kumar Birla (DIN: 00004213), who was appointed as an Additional Director of the Company with effect from 18th May, 2018 by the Board of Directors in terms of Section 161 of the Act and holds office up to the date of the 58th Annual General Meeting of the Company and, who has submitted declaration that he meets the criteria for independence as provided in Section 149 of the Act and the Listing Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years with effect from 18th May, 2018."



5. 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, and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Company be and is hereby accorded to the re-appointment of Shri R.V. Kanoria (DIN 00003792) as the Managing Director of the Company, for a period of further three years with effect from 10th January, 2018, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee at its Meeting held on 14th November, 2017 and as set out in the Agreement dated 16th December 2017, entered into between the Company and Shri R.V. Kanoria, Managing 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 R.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 R.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 also confirmed and ratified.”

6. As an Ordinary Resolution

“RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,45,000/- (Rupees One Lakh Forty Five Thousand only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit and payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, for conducting the audit of the cost records of the Company for the financial year ending on 31st March 2019, be and is hereby ratified and confirmed.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office
'Park Plaza'
71, Park Street
Kolkata-700 016
Date: 18th May 2018

By Order of the Board of Directors

N. K. Sethia
Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Instrument appointing the Proxy, in order to be effective, should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company or the Registrar & Share Transfer Agent, C. B. Management Services Pvt. Limited, P- 22, Bondel Road, Kolkata – 700 019, not less than 48 hours before commencement of the Annual General Meeting (AGM).

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten 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 a proxy for any other person or shareholder.

The proxy holder shall prove his identity at the time of attending the Meeting.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed hereto.
3. Corporate Members are requested to send to the Company/Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 / Power of Attorney authorising their representative to attend and vote at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 7th September 2018 to 13th September 2018 (both days inclusive), for determining the name of Members eligible for dividend on Equity Shares, if declared at the AGM.
5. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.
6. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
7. Members holding shares in physical form are requested to inform the Company/Registrar & Share Transfer Agent, the changes, if any, in their address or Bank particulars so that the same can be incorporated in the Dividend Instrument and in case their shares are held in dematerialised form, this information should be furnished to their respective Depository Participants immediately.
8. Members who are holding Shares in physical form and desire to avail the facility of Electronic Credit of Dividend are requested to furnish their Bank particulars, together with a photocopy of blank cancelled cheque for verification of MICR Code, to the Company or its Registrar & Share Transfer Agent, C. B. Management Services Pvt. Limited. Members holding Shares in electronic form are requested to furnish the said information to their respective Depository Participants.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all companies are to mandatorily use the Bank Account details furnished by the Depositories for crediting dividends. Dividend will be credited to the Member's Bank Account through NECS wherever complete core banking details are available with the Company. In cases, where the core banking details are not available, dividend warrants will be issued to the Members with Bank details printed thereon as available in the Company's records.

9. Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.



10. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
11. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID Number.
12. Dividend on Equity Shares as recommended by the Board, if declared at the Annual General Meeting, will be paid:
 - a) to those Members whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company on or before 6th September 2018, and
 - b) in respect of shares held in electronic form, to those “deemed members” whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on 6th September 2018.
13. In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013, the unclaimed/unpaid dividend relating to financial year ended 31st March 2010 has been deposited on 13th September 2017 with the Investor Education and Protection Fund established by the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 4th September 2017 (date of last Annual General Meeting) on its website and on the website of the Ministry of Corporate Affairs. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (“Act”), be transferred to the Investor Education and Protection Fund (IEPF). Members who have a valid claim to any of the unpaid/unclaimed dividends are requested to correspond with the Share Department of the Company at its Registered Office.

Shares on which dividend remains unpaid/unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 (6) of the Act, and the applicable Rules. During the year 2017-18, the Company has transferred 112,846 Equity Shares of Rs. 5/- each of the Company, on which dividend has remained unclaimed/unpaid for a continuous period of 7 years or more, to the Demat Account of the Investors Education and Protection Fund (IEPF) Authority, as per the applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent of the Company.
15. Members are requested to contact the Company's Registrar & Share Transfer Agent, C. B. Management Services (P) Limited, P-22, Bondel Road, Kolkata –700 019 Phone : (033) 22806692, 40116700 for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: (033) 4031 3200, Email: nksethia@kanoriachem.com).

16. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March 2018 may send their queries to the Company Secretary at the Registered Office of the Company at least 10 working days before the AGM.
17. Pursuant to Section 72 of the Companies Act, 2013 and Rules made thereunder, Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholdings in the Company, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Share Transfer Agent.
18. Copies of the Annual Report 2017-18, Notice of the 58th AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report 2017-18, Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by the permitted mode.
19. Members are requested to bring their copy of the Annual Report to the Meeting.
20. Members may note that the Notice of the 58th AGM and the Annual Report 2017-18 will also be available on the Company's website www.kanoriachem.com. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection at the AGM. Members who require communication in physical form in addition to e-communication, may write to us at investor@kanoriachem.com
21. All documents referred to in the accompanying notice will be open for inspection at the AGM and such documents will also 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 the date of the Annual General Meeting.
22. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
23. The Directors to be appointed/re-appointed at the AGM have furnished the requisite consent/declarations as required under the applicable laws.
24. **Voting through Electronic Means:**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 58th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - ii. The facility for voting through Polling Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting through Polling Paper. The facility to vote by electronic voting system will not be provided at the AGM.
 - iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



iv. The remote e-voting period commences on 10th September 2018 (at 9.00 A. M.) and ends on 12th September 2018 (at 5.00 P. M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 6th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall be blocked therewith. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

v. **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

1. 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
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, 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



- vi. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - vii. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date i.e. 6th September 2018.
 - viii. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 6th September 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com or investor@kanoriachem.com mentioning his/her Folio Number/DPID and Client ID. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
 - ix. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
 - x. Shri H. M. Choraria (Membership No. FCS 2398), practising company secretary and proprietor of H. M. Choraria & Co., Kolkata has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - xi. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions and provide the said Report to the Chairman or any Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xiii. The Notice of the AGM shall be placed on the website of the Company and NSDL. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or any Director authorized by him in writing and also shall be displayed on the notice Board of the Company at its Registered Office and Corporate Office. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.
25. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Shri S. V. Kanoria seeking appointment on retirement as rotational Director is given as under, while in respect of other Directors seeking appointment/re-appointment it is provided in the Explanatory Statement:

Shri S. V. Kanoria

Shri S. V. Kanoria (DIN: 02097441), aged about 36 years is the Wholetime Director of the Company with effect from 1st April 2016. He retires by rotation at the 58th Annual General Meeting of the Company under Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment as a Director of the Company.

Shri S. V. Kanoria, an MS in Computer Science from the University of Illinois – Urbana Champaign, USA, has about 14 years of commercial, industrial, managerial and operational experience.

He attended three Board Meetings out of the four Board Meetings held during the year 2017-18.

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

He holds 556,440 Equity Shares in the Company. He is relative of Shri R.V. Kanoria, Managing Director and Smt. Madhuvanti Kanoria, a Director of the Company.

The Company has received from Shri S. V. Kanoria intimation in Form DIR 8 declaring that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

The appointment of Shri S. V. Kanoria as a Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, Item No. 3 of the Notice is placed for your approval in the interest of the Company.

Except Shri S. V. Kanoria, Shri R.V. Kanoria, Managing Director and Smt. Madhuvanti Kanoria, 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 appointment of Shri S. V. Kanoria as a Director of the Company.

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

Re: Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 18th May, 2018, appointed Shri Sidharth Kumar Birla (DIN: 00004213) as an Additional Director under Section 161 of the Companies Act, 2013 ("the Act") and also as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years with effect from 18th May, 2018, subject to approval of the shareholders. Since, in terms of Section 161 of the Act, Shri Sidharth Kumar Birla holds office upto the 58th Annual General Meeting, his appointment as an Independent Director as above needs approval of the shareholders at the ensuing 58th Annual General Meeting of the Company.

Shri Sidharth Kumar Birla has given his consent to act as Director and declared that he is eligible for appointment as a Director and that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri Sidharth Kumar Birla fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and he is also independent of the Management.



Shri Sidharth Kumar Birla, aged about 61 years completed his B.Sc. (Hons) degree in Physics from Calcutta University and holds an MBA from IMD, Switzerland. He is also an Alumnus of Harvard Business School. He is Past President of FICCI, an erstwhile nominee (3 terms) of the Central Government on the central council of the Institute of Chartered Accountants of India (ICAI), and presently an independent director of the ICSI Institute of Insolvency Professionals (ICSI-IIP).

His areas of expertise and experience include Corporate Governance, Strategic Issues, Company Law matters, Corporate Financial Structuring, Operating Financial Management, etc.

He is a Director in the following companies:

Name of the Company	Position held
Xpro India Limited	Chairman (Wholetime Director)
Digjam Limited (Formerly Digjam Textiles Ltd.)	Chairman
Xpro Global Limited	Director
iPro Capital Limited	Director
Central India General Agents Ltd.	Director
Birla Brothers. Pvt. Ltd.	Director
ICSI Institute of Insolvency Professionals (Formerly ICSI Insolvency Professionals Agency)	Director
Xpro Global Pte Ltd., Singapore	Director
Alpha Capital Resources Pte Ltd., Singapore	Director

He holds the following Committee chairmanship/ membership in other companies:

Name of the Company	Name of the Committee	Position held
Xpro India Limited	Remuneration and Nomination Committee	Member
	Committee of Directors	Member
Digjam Limited (Formerly Digjam Textiles Ltd.)	Remuneration and Nomination Committee	Member
	Committee of Directors	Chairman
Birla Brothers. Pvt. Ltd.	Audit Committee	Member

He holds 25 Equity Shares of the Company. He is not related to any Director or Key Managerial Personnel of the Company.

Copy of the draft letter for appointment of Shri Sidharth Kumar Birla as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the shareholders at the Registered Office of the Company during normal business hours on any working day between 11.00 A. M. and 1.00 P. M. till the date of AGM of the Company.

The appointment of Shri Sidharth Kumar Birla as an Independent Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, the Ordinary Resolution set out in Item No. 4 of the Notice is placed for your approval. Your Directors recommend passing of the said resolution in the interest of the Company.

Except Shri Sidharth Kumar Birla 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 Ordinary Resolution.

The above information in respect of Shri Sidharth Kumar Birla may also be treated as information pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Director of the Company.

Re: Item No. 5

The previous term of Shri R.V. Kanoria (DIN: 00003792) as Managing Director of the Company expired by efflux of time on 9th January, 2018. Shri R.V. Kanoria, aged about 63 years is an industrialist and currently the Chairman & Managing Director of the Company. He is a science graduate and holds MBA (Hons) degree from Switzerland. He possesses over four decades of industrial, managerial, administrative and commercial experience. He was appointed a Member of the Board of the Company on 9th November 1982.

He is the Chairman/Member of the following Committees of the Board of Directors of the Company:

- Audit Committee - Member
- Nomination and Remuneration Committee - Member
- Corporate Social Responsibility Committee - Member
- Finance Committee - Chairman

He attended all the four Board Meetings held during the year 2017-18.

He is on the Board of Directors of the following companies:

Name of the Company	Position held
Nestle India Limited	Director
J. K. Paper Limited	Director
Ludlow Jute & Specialities Limited	Director
KPL International Limited	Director
Vardhan Limited	Director
R.V. Investment & Dealers Limited	Director
Kirtivardhan Finvest Services Limited	Director
APAG Holding AG, Switzerland	Chairman
APAG Elektronik AG, Switzerland	Chairman
APAG Elektronik Corp., Canada	Director

He holds the following Committee chairmanship/ membership in other companies:

Name of the Company	Name of the Committee	Position held
Nestle India Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Member
	Nomination and Remuneration Committee	Chairman
J K Paper Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Chairman
	Nomination and Remuneration Committee	Member
	Committee of Directors	Member
Ludlow Jute & Specialities Limited	Corporate Social Responsibility Committee	Member
KPL International Limited	Audit Committee	Chairman
	Share Transfer Committee	Member
	Nomination and Remuneration Committee	Member
R V Investment & Dealers Limited	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
Vardhan Limited	Corporate Social Responsibility Committee	Member



On the recommendation made by the Nomination and Remuneration Committee in its Meeting held on 14th November 2017, the Board of Directors of the Company at its Meeting held on 14th November 2017, re-appointed Shri R.V. Kanoria as the Managing Director of the Company for a period of further three years with effect from 10th January 2018, 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 16th December 2017, entered into between the Company and Shri R.V. Kanoria. The main terms and conditions of the said Agreement are as follows:-

REMUNERATION

Shri R.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 10th January 2018:

(A) Salary

Rs. 950,000/- (Rupees Nine 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 2% (Two percent) of net profits of the Company for each financial year, computed in the manner laid down under the Companies Act, 2013 and shall be payable on pro-rata basis for any broken period/financial year.

(C) Perquisites

Shri R.V. Kanoria will be entitled to the following perquisites in addition to Salary and Commission, restricted to an amount equal to 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, Leave/Holiday Travel, fees of Clubs and Group Mediclaim/Personal Accident Insurance. These may be provided for as under:-

Housing

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

Medical Reimbursement

Reimbursement of actual Medical Expenses incurred in India and/or abroad including cost of Travel, Hospitalisation, Nursing Home and Surgical charges for himself and family.

Leave/ Holiday Travel Reimbursement/Allowance

Reimbursement of all the expenses incurred during Leave/Holiday Travel period in respect of himself and family, while proceeding on leave/holiday to any place in India or abroad, 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

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

In computing the monetary ceiling on perquisites as mentioned in Clause (2)(C) 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 Managing Director.

b) Communication facilities

The Company shall provide free telephone, telefax facilities at his residence and other communication facilities as may be required.

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, the Managing Director 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 R.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 R.V.Kanoria will also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of the business of the Company.

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

Shri R.V. Kanoria shall not be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire but he shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.

The terms and conditions of appointment and/or remuneration of Shri R.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 R.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.

INSPECTION OF DOCUMENTS

The Agreement entered into on 16th December, 2017 between the Company and Shri R.V. Kanoria is available for inspection by the Shareholders of the Company at its Registered Office and copy thereof at the Corporate Office on any working day between 11.00 A.M. and 1.00 P.M. till the date of the Annual General Meeting and will also be available at the Annual General Meeting, without payment of fee.

Shri R.V. Kanoria holds 461,481 Equity Shares of the Company. He is relative of Smt. Madhuvanti Kanoria Director and Shri S. V. Kanoria, Wholetime Director of the Company.

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 258 FI/FII/Foreign Nationals/ NRI/OCBs Shareholders holding 355.919 Equity Shares of the Company as on 31st March 2018. The Company does not have any foreign Collaborator.			

ii. Information about the appointee

1. Background Details	<p>Shri R.V. Kanoria is an eminent industrialist in the Country. He is an MBA (Hons) from IMD Lausanne, Switzerland and an alumnus of The Wharton School of Business, USA (from where he completed an advanced management programme in 1998).</p> <p>He has been instrumental in influencing trade policy both at the national and global level and has over four decades of experience in the chemicals, textiles and jute industries. He has contributed to Industry and Society immensely. He has occupied various offices in Industry Associations including the office of President of Federation of Indian Chambers of Commerce and Industry (FICCI) in 2011-12. He has also Chaired, Commission on Trade and Investment Policy of the International Chamber of Commerce, Paris during 2008 - 2011. He has been Chairman of Confederation of Indian Textile Industry and Chairman of Indian Jute Mills' Association, Chairman of Indian Cotton Mills Federation. He has served on various Government Committees particularly on trade and investment.</p>								
2. Past Remuneration	<table> <thead> <tr> <th>Year</th> <th>(Rs. in Million)</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>18.08</td> </tr> <tr> <td>2016-17</td> <td>14.70</td> </tr> <tr> <td>2015-16</td> <td>12.92</td> </tr> </tbody> </table>	Year	(Rs. in Million)	2017-18	18.08	2016-17	14.70	2015-16	12.92
Year	(Rs. in Million)								
2017-18	18.08								
2016-17	14.70								
2015-16	12.92								
3. Recognition or Awards	Shri R.V. Kanoria has been awarded with "Swiss Ambassador's Award for Leadership and Business Ethics, 2013" and bestowed with the Distinction of Commander of the Order of Leopold II by the King of Belgium for his contribution to the development of business ties between India and Belgium.								
4. Job profile and his suitability	Shri R.V. Kanoria devotes whole time attention to the management of the affairs of the Company and exercises substantial powers of the management, subject to the superintendence, direction and control of the Board of Directors and also carries out duties as entrusted to him from time to time by the Board of Directors.								
5. Remuneration Proposed	Salary@Rs. 9,50,000/- p.m., Commission@2% of the net profits, computed in the manner laid down under the Companies Act, 2013, and other perquisites/allowances, as spelt out in the explanatory statement, hereinabove. His increment will be as decided by the Board of Directors.								

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 R.V. Kanoria does not have any pecuniary relationship directly or indirectly with the Company. He is related to Shri S. V. Kanoria, Wholetime Director of the Company.

iii. Other Information

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	The Company expects to earn adequate profits for payment of managerial remuneration. But, as an abundant caution for payment of minimum remuneration to Shri R.V. Kanoria, in case of no profit or inadequate profit in any particular year during his tenure, this information is provided to the shareholders.
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The appointment and remuneration of Shri R.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. 5 of the Notice is placed for your approval. Your Directors recommend passing of the said resolution in the interest of the Company.

Except Shri R.V. Kanoria, Smt. Madhuvanti Kanoria and S. V. Kanoria, Directors 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 R.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 Managing Director of the Company.

Re: Item No. 6

The Board of Directors, on the recommendation of the Audit Committee, has considered and approved the appointment of M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2019 at a remuneration of Rs. 1,45,000/- (Rupees One Lakh Forty Five Thousand only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit.

Pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, the Ordinary Resolution set out as Item No. 6 of the Notice is placed for ratification of the remuneration of the Cost Auditors in terms of Section 148 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

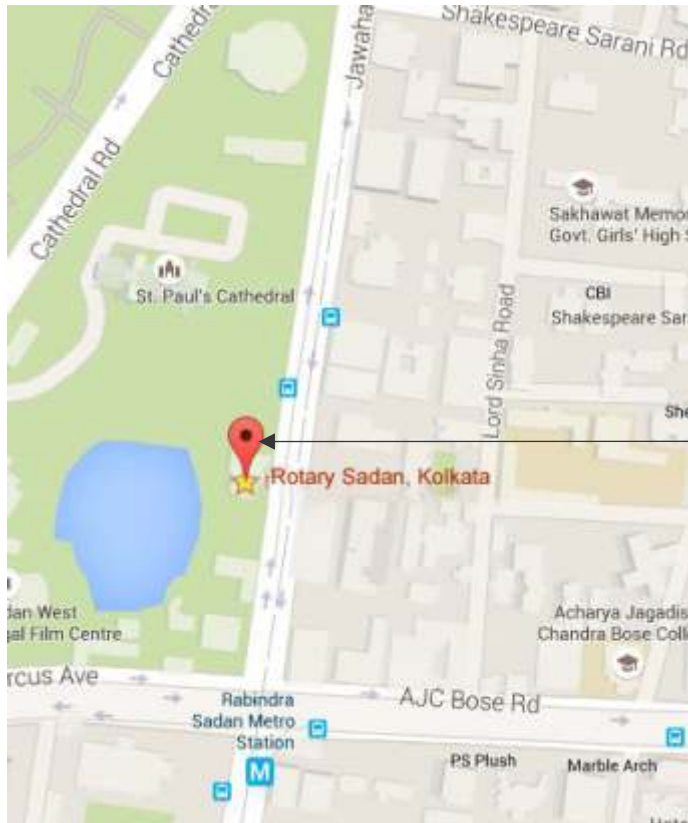
Registered Office
'Park Plaza'
71, Park Street
Kolkata-700 016
Date: 18th May 2018

By Order of the Board of Directors

N. K. Sethia
Company Secretary



MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



**'Shripati Singhanian Hall',
Rotary Sadan
94/2 Chowringhee Road
Kolkata- 700 020**



Kanoria Chemicals
& Industries Limited

PROXY FORM

Form No.MGT-11

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

CIN : L24110WB1960PLC024910
Name of the Company : KANORIA CHEMICALS & INDUSTRIES LIMITED
Registered Office : "Park Plaza", 71, Park Street, Kolkata - 700 016

Name of the Member (s) :

Registered Address :

E-mail Id :

Folio / DP ID & Client ID No. :

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

- Name: Address:.....
E-mail Id:..... Signature:....., or failing him
- Name: Address:.....
E-mail Id:..... Signature:....., or failing him
- 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 58th Annual General Meeting of the Company, to be held on Thursday, the 13th September 2018 at 3.00 P.M. at Shripati Singhanian Hall in Rotary Sadan, 94/2, Chowringhee Road (near to Nehru Children Museum), Kolkata - 700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31 st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on Equity Shares for the financial year ended 31 st March 2018.
3.	Appointment of a Director in place of Shri S. V. Kanoria (DIN: 02097441), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
4.	Appointment of Shri Sidharth Kumar Birla (DIN: 00004213) as an Independent Director of the Company.
5.	Special Resolution for re-appointment of Shri R. V. Kanoria (DIN 00003792) as the Managing Director of the Company.
6.	Ratification of remuneration of the Cost Auditors for the financial year 2018-19.

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

Signature of Shareholder(s)

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company/Registrar & Share Transfer Agent, C.B. Management Services (P) Limited, P-22 Bondel Road, Kolkata-700 019, not less than 48 hours before the commencement of the Annual General Meeting.



KANORIA CHEMICALS & INDUSTRIES LIMITED

CIN: L24110WB1960PLC024910

Registered Office: "Park Plaza", 71, Park Street, Kolkata – 700 016

Phone: (033) 4031 3200, Fax: (033) 4031 3220

email: investor@kanoriachem.com Website: www.kanoriachem.com

58th Annual General Meeting

ATTENDANCE SLIP

1. Name(s) of Member(s) :	
Including joint holders, if any	
2. Registered address of the Sole/ :	
First named Member	
3. DP ID No. & Client ID No./ :	
Registered Folio No.	
4. No. of Shares held :	

I hereby record my presence at the **58th Annual General Meeting** of the Company being held at Shripati Singhanian Hall in Rotary Sadan, 94/2, Chowringhee Road (near to Nehru Children Museum), Kolkata - 700 020, on Thursday, the 13th September 2018 at 3.00 P. M.

Signature of the Shareholder/Proxy present

Notes :

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip and handover the same duly signed at the entrance of the meeting hall.
2. **PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

ELECTRONIC VOTING

Remote Electronic voting (Remote e-voting) facility is being provided in respect of the Resolutions proposed at the 58th AGM, in accordance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please see **Note No. 24** to the Notice dated 18th May, 2018 convening the AGM for the procedure with respect to e-voting.

Your remote e-voting user ID and password are provided below:

Remote e-voting Event Number (EVEN)	User ID	Password

Note: The remote e-voting period commences on 10th September 2018 (at 9.00 A. M.) and ends on 12th September 2018 (at 5.00 P. M.).