

KGN INDUSTRIES LIMITED

Regd. Office: B- 15, Hirnen Shopping Centre co. op. hsg. Society Limited,
Near City Centre, S.V. Road, Goregaon (West), Mumbai – 400062.

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E-mail: info@kgnindustries.com

CIN: L23101MH1994PLC206282

NOTICE is hereby given that **TWENTY THIRD ANNUAL GENERAL MEETING OF KGN INDUSTRIES LIMITED** will be held at **YWCA BOMBAY INTERNATIONAL CENTRE** 18th MADAME CAMA ROAD, FORT- MUMBAI- 400001 ON TUESDAY AT 26th SEPTEMBER, 2017 AT 11.30 A.M. TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance sheet as on 31st March, 2017 and Profit and Loss Account for the year ended on that date together with the Cash flow Statement along with the Directors Report and Auditors Report thereon.
2. To reappoint **Mr. Arif Memon** (DIN: 00209693), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To appoint **M/s. Maak & Associates** (Firm Registration No. 135024W) Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Company hereby appoints M/s Maak & Associates, Chartered Accountants, (FRN: 135024W) as Statutory Auditors of the Company to hold office from 23rd Annual General Meeting (AGM) till the conclusion of next Annual General Meeting of the Company to be held in the year 2018.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Statutory Auditors.”

SPECIAL BUSINESS**4. TO APPOINT MR. ISMAIL MEMON AS A DIRECTOR OF THE COMPANY**

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ismail Memon (DIN 00209507) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 27, 2016 who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

5. TO APPOINT MR. MOHSIN ISMAIL MEMON AS A DIRECTOR OF THE COMPANY:

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Mohsin Memon (DIN 03110860) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 27, 2016 who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

6. TO APPOINT MR. NARENDRA CHATURBHAI TUNDIYA AS A DIRECTOR OF THE COMPANY:

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Narendra Chaturbhai Tundiya (DIN 03175848) who was appointed by the Board of Directors

as an Additional Director of the Company with effect from October 19, 2016 who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

7. TO APPOINT MS. SAKINA AIYYAZ PIMPALNERWALA AS A DIRECTOR OF THE COMPANY:

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Sakina Aiyaz Pimpalnerwala (DIN 07304402) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 19, 2016 who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

**By Order of the Directors of the
KGN INDUSTRIES LIMITED**

**ARIFBHAI ISMAILBHAI MEMON
MANAGING DIRECTOR
DIN: 00209693**

Date : 14th August, 2017

Place : Mumbai

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A member cannot hold more than 50 proxies. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and Share Transfer Books will remain close from 20th September, 2017 to 26th September, 2017 (both days inclusive).
3. Members are requested to intimate about the change in address, if any.
4. Members are requested to bring the copies of the annual report as the same will not be distributed at the annual general meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, Members have been provided with the facility to cast their vote electronically, through the e- voting services provided by the Link Intime India Private Limited, on all resolutions set forth in this Notice.

Notice of the 23rd Annual General Meeting of the Company. Inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23.09.2017 and ends on 25.09.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant KGN Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO.4 & 5**

The Board appointed Mr. Ismail Memon and Mr. Mohsin Memon, as Additional Directors with effect from October 27, 2016. As per the provisions of Section 161(1) of the Act, they hold office of Additional Directors only up to the date of the forthcoming Annual General Meeting of the Company, and are eligible for appointment as Directors. The Company has received a notice from a member of the Company under Section 160 of the Act proposing their candidature for the office of Directors of the Company, along with the requisite deposit. The Board commends the Ordinary Resolution set out at Item No. 4 & 5 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Mr. Ismail Memon, Mr. Mohsin Memon and Mr. Arif Memon are concerned or interested in the resolution at Item No. 4 of the Notice relating to their appointment.

ITEM NO. 6 & 7

The Board appointed Mr. Narendra Tundiya and Ms. Sakina Aiyaz Pimpalnerwala, as Additional Directors with effect from October 19, 2016. As per the provisions of Section 161(1) of the Act, they hold office of Additional Directors only up to the date of the forthcoming Annual General Meeting of the Company, and are eligible for appointment as Directors. The Company has received a notice from a member of the Company under Section 160 of the Act proposing their candidature for the office of Directors of the Company, along with the requisite deposit. The Board commends the Ordinary Resolution set out at Item No. 6 & 7 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Mr. Narendra Tudiya, Ms. Sakina Aiyaz Pimpalnerwala and Mr. Arif Memon are concerned or interested in the resolution at Item No. 6 & 7 of the Notice relating to their appointment.

**By Order of the Directors of the
KGN INDUSTRIES LIMITED**

**ARIFBHAI ISMAILBHAI MEMON
MANAGING DIRECTOR
DIN: 00209693**

**Date : 14th August, 2017
Place : Mumbai**

ANNEXURE TO ITEMS 2, 4 to 7

The brief resume, experience, functional expertise and membership on various Board and committees of the Director proposed to be appointed as mentioned as item no.2 & 4 to 7 of the Notice as per Corporate Governance Code Pursuant to SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings are furnished below:

Name of the Director	Mr. Arif Memon	Mr. Ismail Memon	Mr. Mohsin Memon
Father Name	Mr. Ismail Gulmmohmed Memon	Mr. Gulmmohmed Memon	Mr. Ismail Memon
Date of Birth	03/09/1967	11/03/1945	06/06/1986
Date of Appointment	29/07/2008	27/10/2016	27/10/2016
Qualification	Under Graduate.	Under Graduate	Graduate
Specific functional Areas	Oil Manufacturing & Trading	Oil Manufacturing & Trading	Legal & Liasoning work
Name of the Companie(s) in which he is a director (Public Limited Companies)	1) KGN PROJECTS LIMITED 2) KGN CAPITAL LIMITED 3) KGN COMMUNICATION LIMITED	1) KGN ENTERPRISES LTD 2) KGN BIO-TECH LTD 3) KGN GREEN LTD 4) KGN PROTEINS LTD (5) KGN COMMUNICATION LTD 6) KGN CAPITAL LTD	1) KGN ENTERPRISES ENTERPRISES LTD 2) KGN BIO-TECH LTD 3) KGN GREEN LTD 4) KGN PROTEINS LTD 5) KGN CAPITAL LTD 6) KGN PROTEINS LTD
Relationship with Other Director/KMPs	Mr. Ismail Memon Mr. Mohsin Memon	Mr. Arif Memon Mr. Mohsin Memon	Mr. Ismail Memon Mr. Arif Memon
Chairman/ Member of the Committee of the Board of Directors of the Company	None	None	None
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director	None	None	None
Shareholding in the Company as on 31st March, 2017	10284 Shares	10000 Shares	Nil

Name of the Director	Mr. Narendra Tundiya	Ms. Sakina Aiyaz Pimpalnerwala
Father Name	Mr. Chaturbhai Khodabhai Tundiya	Mr. Mehmoodbhai Hatimbhai Khericha
Date of Birth	01/06/1972	09/02/1986
Date of Appointment	19/10/2016	19/10/2016
Qualification	Chartered Accountant	Company Secretary
Specific functional Areas	Provide Financial Advice	
Undertake Financial Audits etc.	All Company Law Related Matters.	
Name of the Company(s) in which he/she is a director (Public Limited Companies)	1) ASIAN LOGISTICS LIMITED 2)KGN COMMUNICATION LTD	None
Relationship with Other Director/KMPs	None	None
Chairman/Member of the Committee of the Board of Directors of the Company	None	None
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director	None	None
Shareholding in the Company as on 31st March, 2017	Nil Nil	

**By Order of the Directors of the
KGN INDUSTRIES LIMITED**

**ARIFBHAJ ISMAILBHAJ MEMON
MANAGING DIRECTOR
DIN: 00209693**

**Date : 14th August, 2017
Place : Mumbai**

ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

