

Date: 11/07/2026

To,
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001, Maharashtra

Scrip ID / Code: KDML / 539788

Subject: Notice of 15th Annual General Meeting of the company

Dear Sir / Madam,

With reference to the above captioned subject, this is to inform you that **15th Annual General Meeting** of the company is scheduled to be held on **Tuesday, 04th August, 2026 at 11:00 AM** at the registered office of the company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan Road, Surat-394210, Gujarat.

The notice containing the businesses to be transacted at the meeting is enclosed herewith.

Kindly take the same on your records.

Thanking you,

For Khemani Distributors & Marketing Limited

Charmi Soni

Company Secretary

Encl.: as above



ANNUAL REPORT

2026



NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **15th Annual General Meeting** of Khemani Distributors and Marketing Limited (CIN: L74300GJ2011PLC063520) (the "Company") will be held on **Tuesday, 04th August, 2026 at 11:00 AM** at **Registered Office** of the Company situated at Plot No. D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan Road, Surat-394210, Gujarat to transact the following matters and if thought fit, to pass the following resolutions. This notice of meeting is being given pursuant to Section 101 read with the rules made thereunder (the "Companies Act, 2013") (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon.**

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

"RESOLVED THAT the Audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts for the year ended March 31, 2026 along with the Auditors' Report and Directors' Report, be and are hereby considered, adopted and approved"

- 2. To consider and approve the re-appointment of Mrs. Anupa Amitkumar Khemani (DIN: 07360209) as a Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.**

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

"RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Anupa Amitkumar Khemani (DIN: 07360209), Non-Executive Director, who retires by rotation at this annual general meeting, be and is hereby reappointed as a Non-Executive Director of the Company, liable to retire by rotation."

3. Re-Appointment of Statutory Auditor for the second term of 5 years:

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **B Chordia & Co., Chartered Accountants** (Firm Registration No. 121083W) be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting to be held in the year 2031-32, on such remuneration as shall be fixed by the Board of Directors of the Company in consultation with Statutory Auditor.

RESOLVED FURTHER THAT any Director or KMP of the Company be and are severally authorized to settle any question, difficulty or doubt that may arise in this regard and to file, sign, verify and execute all such e-forms, papers or documents as may be required and to do all such acts, deeds, matters and things as may be necessary for giving effect to this Resolution.”

Place: Surat
Date: 11/07/2026

By Order of the Board of Directors
**Khemani Distributors & Marketing
Limited**

Sd/-
Charmi Soni
Company Secretary and Compliance
Officer

NOTES:

1. *A member entitled to attend and vote at an Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the Company. In order to be effective, the instrument of the proxy, duly completed and signed, must be received by the Company, not later than forty-eight (48) hours before the commencement of the meeting. Proxies submitted on behalf of Companies, Societies, etc., must be supported by appropriate Resolutions/ Authority Letter, as applicable. (Proxy form is annexed to this report).*

A person can act as proxy on behalf of not more than fifty (50) Members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder.

If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for Inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.

2. A statement providing additional details of the Directors seeking appointment / re-appointment as set out at Item Nos. 2 of the Notice dated 11th July, 2026 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
3. In the case of Institutional / Corporate Members intending to send their authorised representatives to attend the AGM pursuant to the provisions of Section 113 of the Companies Act, 2013, it is hereby requested to send a scanned copy of the Board Resolution/ Authorization authorizing the representative to attend the AGM and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to investors@khemanigroup.net.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

5. To support the 'Green Initiative', Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant ('DP').
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held by them in electronic form.
7. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Thursday, 31st July, 2026**, being the **cut-off date**, are entitled to Vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members of the Company will remain close from **Monday, 03rd August, 2026, to Tuesday, 04th August, 2026** (both days inclusive) in connection with the AGM.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company through email at investors@khemanigroup.net at least 7 days before the date of the meeting.
10. Attendance of the Members/Proxy holders attending the AGM, in possession of valid attendance slip duly filled and signed shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
11. Members may note that Notice of the AGM along with the Annual Report for the Financial Year 2025-26 will also be available on the Company's Website at www.khemanigroup.net and on Website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com.
12. The attention of the Members of the Company is invited that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to

time, the exemption with respect to Voting by Electronic Means is available to the Company which are referred to in Chapter XB or Chapter XC of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Accordingly, your Company has opted to hold this AGM and providing Voting facility to the Members physically only.

13. The facility for voting through Ballot Paper shall be made available at AGM and the Members attending the AGM shall be able to exercise their right at the meeting through Ballot Paper.
14. The Board of Directors of the Company has appointed Mr. Bhaveshkumar Rawal, Company Secretary in Practice, Surat, as the Scrutinizer to conduct and provide voting and poll facility to the Members at the AGM.
15. The Scrutinizer, after scrutinizing the votes cast at the meeting, will, not later than forty-eight (48) hours of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman or Company Secretary of the Company in writing who shall declare the Voting Results of the AGM. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.khemanigroup.net. The Results shall also be uploaded to the Stock Exchange, i.e. BSE Limited website within 48 hours of the conclusion of the AGM.
16. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the AGM.
17. Route Map showing Directions to reach to the venue of the 15th AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions)

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the same is strictly not required as per Section 102 of the Companies Act, 2013.

Item No. 3: 3. Re-Appointment of Statutory Auditor for the second term of 5 years

M/s. B. Chordia & Co., Chartered Accountants (Firm Registration No. 121083W), were appointed as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 10th Annual General Meeting held on 22nd September, 2021 and their present term shall expire at the conclusion of the ensuing Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on **11th July, 2026** has recommended the re-appointment of **M/s. B. Chordia & Co., Chartered Accountants (Firm Registration No. 121083W)**, as the Statutory Auditors of the Company for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2031-32, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

M/s. B. Chordia & Co. have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their re-appointment, if made, will be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ANNEXURE TO NOTICE**Details of Directors Seeking Appointment/Re-Appointment at the Annual General Meeting:**

(Additional Information of Directors seeking re-appointment as required under Regulation 36(3) of Listing Regulations, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India)

1. ANUPA AMITKUMAR KHEMANI

Particulars	Item No. 2
Name of the Director	Anupa Amitkumar Khemani
Designation / Category	Non-Executive Director
Director Identification Number (DIN)	07360209
Date of Birth	08/02/1982 (44 years)
Initial Date of appointment on the Board	10/12/2015
Nationality	Indian
Qualification	MBA (Marketing)
Experience (including expertise in specific functional area)	She has more than 10 years of experience in food industry and its distributorship.
Brief resume and nature of expertise in specific functional areas	Mrs. Anupa Khemani holds a Master Degree in Management and Business Administration (Marketing). Being a Home Maker, she also looks after the day to day activities of the Company. She is responsible for identifying new targets. She adds her Marketing Skills for the Development of the Company.
Remuneration last drawn	Nil
Disclosure of relationship with Directors inter-se	Mr. Vijaykumar Khemani and Mr. Amitkumar Khemani being relatives of director and are interested in this resolution.
Number of Equity Shares held in the Company	11,280 Shares (0.05%)
Membership / Chairmanship in Committee of the Company	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NA