



KANCO ENTERPRISES LIMITED

Registered Office: "Jasmine Tower", 3rd Floor, 31, Shakespeare Sarani, Kolkata - 700 017
Telefax: (033) 2281 5217, E-mail: compliance@kanco.in, Website : www.kanco.in
Corporate Identity Number (CIN): L51909WB1991PLC053283

Notice of Extra Ordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting of the members of Kanco Enterprises Limited will be held on Wednesday, 16th May, 2018 at 2:00 p.m. at Bharatiya Bhasha Parishad, Fourth Floor, 36A, Shakespeare Sarani, Kolkata - 700 017, to transact the following special business:

SALE OR TRANSFER OR DISPOSAL OF THE TEXTILE UNIT OF THE COMPANY SITUATED AT KANCO OVERSEAS, AHMEDABAD (GUJARAT)

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

"RESOLVED THAT, pursuant to the provision of Section 180(1)(a) and Section 110 of the Companies Act, 2013, Section 29 of the Companies (Amendment) Act, 2017 read with the Companies (Management and Administration) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchange where the shares of the Company are listed, and such other approvals, consents and permissions as may be applicable and necessary or being obtained from the concerned parties or appropriate authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell/transfer/dispose of its Textile unit either in whole or in part, comprising of all tangible assets, accessories or any item or parts directly or indirectly related with it in whole or in part pertaining to the said unit, to such person, at such consideration and on such terms and conditions as may be deemed fit by the Board from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment/conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including but without limitation, to settle any questions, difficulties or doubts that may arise with regard to the said sale / transfer / disposal as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committees of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, if required."

Registered Office:

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31, Shakespeare Sarani, Kolkata – 700017
CIN: L51909WB1991PLC053283
Telefax: (033) 22815217
Email: compliance@kanco.in
Website: www.kanco.in
Dated: 7th April, 2018

By Order of the Board
For **Kanco Enterprises Limited**

Sohini Shukla
Company Secretary
Membership No. : ACS48409

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Your Company suspended the manufacturing operations in September, 2015 to contain losses due to un-favourable market conditions.

The outlook for the industry is negative. The incentives given to new cotton spinning units under the state textile policy coupled with general lack of demand and a situation of oversupply in the market have made it difficult for the older units to compete with newer units. Moreover, the machinery and technology of old manufacturing units have become obsolete. Therefore, it's not prudent to resume the operations anymore.

The accounts of the Company had been declared NPA by its secured lenders and after long negotiation, the Company has reached an agreement with its lenders for a One Time Settlement (OTS). The future course of action will be determined after successful completion of OTS.

In the best interest of the stakeholders, the Board of Directors of the Company, at its meeting held on 7th April, 2018 decided to sell / transfer / dispose of its textile unit either in whole or in part, comprising of all tangible assets, accessories or any item or parts directly or indirectly related with it in whole or in part pertaining to the said unit on an "as is where is" basis subject to the approval of the members. The net proceeds from the sale of the Textile Unit will be utilized to repay the lenders.

The sale/transfer/disposal of the Textile Unit is conditional inter alia upon passing of the Special Resolution by the shareholders

of your Company and receipt of all the required approvals. Barring unforeseen circumstances, it is anticipated that the deal may take place by 31st March, 2021.

In compliance with the applicable provisions of the Companies Act, 2013 and Companies (Amendment) Act, 2017, special resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
The proxy form duly completed and signed, should be deposited with the company, at its registered office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. A proxy form for the Extraordinary General Meeting is enclosed.
A person can act as a proxy on behalf of the 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 members.
The Proxy-holders are requested to bring valid identity proofs (viz., PAN Card, Voter ID, Passport, Aadhar Card, Driving License, Bank Pass Book with attested customer photograph and signature etc.) at the venue of the meeting for identification.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to the Special Business is annexed hereto.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 11:00 am to 1:00 pm on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the meeting.
6. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
7. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/Registrar and Share Transfer Agents of the Company.
8. Route map to the venue of the meeting is attached for the convenience of the members to attend the meeting.
9. Members are requested to:
 - a) Intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Registrar and Share Transfer Agents i.e. C.B.Management Services (P) Ltd., for shares held in physical form
 - b) Quote Client ID and DP ID in respect of shares held in dematerialised form and ledger folio number in respect of shares held in physical form in all the correspondences.
 - c) make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Transfer Agents of the Company. Members holding share in electronic form are requested to contact their Depository Participant directly.
10. Voting through electronic means:
 - a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration)

Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be considered at the Extraordinary General Meeting ('EGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using an electronic voting system from a place other than the venue of the EGM (remote E-voting).

- b) The facility for voting through polling paper shall be made available at the venue of the EGM and the members attending the EGM who have not cast their vote by remote e-voting shall avail to exercise their right at the EGM.
- c) The members who have cast their votes by remote e-voting may also attend the EGM but shall not be entitled to cast their vote at the EGM.
- d) Mr. A.K.Labh, Practising Company Secretary (FCS – 4848 / CP-3238) (Address: A.K.Labh & Co, 40, Weston Street, 3rd Floor, Kolkata - 700013) has been appointed as the Scrutinizer for conducting the remote e-voting and voting process at the EGM in a fair and transparent manner.
- e) The e-Voting procedure to be followed by the shareholders to cast their votes :

A. In case of Members who receive the Notice in electronic mode:

- (i) The remote e-voting period begins on Sunday, 13th May, 2018 (9:00 a.m) and ends on Tuesday, 15th May, 2018 (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 9th May, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

| Particulars | 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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. 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 (v). |

- (ix) After entering these details appropriately, click on the "SUBMIT" tab.
- (x) 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 resolution 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

- (xii) Click on the EVSN for the relevant <KANCO ENTERPRISES LIMITED>
- (xiii) 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.
- (xiv) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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.
- (xxi) 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.

B. In case of Members who receive the Notice by post:

- (i) User ID and initial password will be provided with the Notice for the EGM.
- (ii) Please follow the steps from Sl. Nos. (iii) to (xx) mentioned in (A) above, to cast your vote.

C. Members already registered with CDSL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (xii) to (xx) mentioned in (A) above, to cast your vote.

11. General Information

- (a) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 9th May, 2018, may obtain the USER ID and password by sending an e-mail request to rta@cbmsl.com / compliance@kanco.in.
- (b) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (c) The Results of voting will be declared within 48 hours from the conclusion of the EGM and the Resolution will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.kanco.in and on the website of CDSL; such Results will also be forwarded to The Calcutta Stock Exchange Limited.

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 Dated: 7th April, 2018

By Order of the Board
 For **Kanco Enterprises Limited**

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 Company Secretary
 Membership No. : ACS48409



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PROXY FORM

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

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| E-mail Id | |
| Folio No/* Client Id | |
| *DP Id | |

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- Name : _____
Address: _____
Email Id: _____
Signature : _____, or failing him/her
- Name : _____
Address: _____
Email Id: _____
Signature : _____, or failing him/her
- Name : _____
Address: _____
Email Id: _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, 16th May, 2018 at 2:00 p.m. at Bharatiya Bhasha Parishad, Fourth Floor, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

| Sl. No. | Resolution | For | Against |
|-------------------------|--|-----|---------|
| Special Business | | | |
| 1. | To sell/transfer/dispose of its Textile unit either in whole or in part, comprising of all tangible assets, accessories or any item or parts directly or indirectly related with it in whole or in part pertaining to the said unit, situated at Kanco Overseas, Ahmedabad (Gujarat) | | |

Signed this ___ day of _____, 2018

Signature of Shareholder

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at "Jasmine Tower", 3rd Floor, 31, Shakespeare Sarani, Kolkata - 700 017 not less than FORTY EIGHT HOURS before the meeting. The proxy holder shall prove his identity at the time of attending the meeting.



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Registration of e-mail address for future communication

| | | | |
|------------|--|---------------|--|
| DP id* | | Folio No. | |
| Client Id* | | No. of Shares | |

Name of the Shareholder _____

Registered Address _____

E-mail ID _____

Signature of Shareholder _____



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ATTENDANCE SLIP

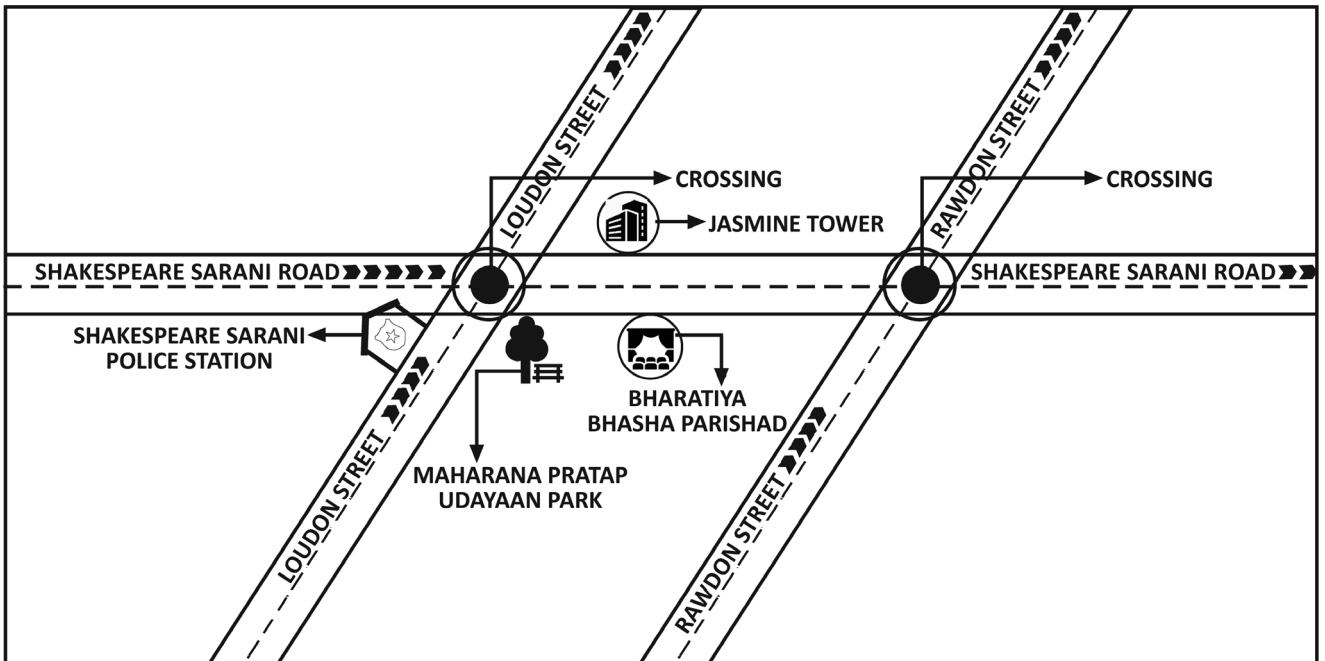
| | | | |
|------------|--|---------------|--|
| DP id* | | Folio No. | |
| Client Id* | | No. of Shares | |

I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, 16th May, 2018 at 2:00 p.m. at Bharatiya Bhasha Parishad, Fourth Floor, 36A, Shakespeare Sarani, Kolkata – 700 017.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

ROUTE MAP TO THE VENUE OF THE EGM OF KANCO ENTERPRISES LIMITED



VENUE - Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata - 700 017

