



**khaitan (India) Limited**

CIN No. L10000WB1936PLC008775

Phone : (033) 4050 5000

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Ref: KIL:SEC:42:2020-21

Date: 27/10/2020

To Listing Compliance, National Stock Exchange India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra-(East). Mumbai-400051 <b>NSE Symbol: KHAITANLTD</b>	To Dept of Corporate Services BSE Ltd. (Bombay Stock Exchange ) Floor 25, F.J.Towers, Dalal Street, Mumbai-400001 <b>BSE Security Code: 590068</b>
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Dear Sir,

Please find enclosed herewith the copy of Minutes of 83rd Annual General Meeting of Khaitan (India) Limited which was held on 30th September, 2020 at 11.30 A.M. through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") for your ready reference and records.

Thanking you

Yours faithfully  
**For Khaitan (India) Limited**

*Pradip Halder*

**Pradip Halder**  
**Company Secretary & Compliance Officer**

Encl. as stated

**MINUTES OF THE 83<sup>RD</sup> ANNUAL GENERAL MEETING 30<sup>TH</sup> SEPTEMBER, 2020 at 11: 30 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM")**

**DIRECTOR'S PRESENT:**

MR. SUNAY KRISHNA KHAITAN	:	EXECUTIVE DIRECTOR
MR. SANDIP CHATTOPADHYAY	:	INDEPENDENT DIRECTOR
MRS. SUJATA SARKAR	:	INDEPENDENT DIRECTOR
MR. PRADIP HALDER	:	COMPANY SECRETARY

**SCRUTINIZER:**

MR. AMIT CHORARIA	:	REPRESENTING AMIT CHORARIA & CO.
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MEMBER'S PRESENT : 37

Mr. Sunay Krishna Khaitan, Executive Director chaired the Meeting and he introduced his colleagues present in the Meeting through VC. The requisite quorum being present, the Chairman called the meeting to order. Three of the Directors of the Company were present in the Meeting through VC.

The Chairman informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Chairman informed that the Company had tied up with **Central Depository Services (India) Limited (CDSL)** to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM

The Chairman informed the Members that the Report of Board of Directors, the Accounts for the financial year ended 31st March, 2020 and the Notice convening the 83rd AGM were taken as read as the same had already been circulated to the Members.

The Chairman delivered his speech in brief and apprised the members about the working of the Company.

With the permission of members the Notice dated 29<sup>th</sup> August, 2020 convening the 83rd Annual General Meeting and the Directors' Report were taken as read. The Chairman then proceeded with the business.

The Statutory Auditors' Report and Secretarial Auditors' Report dated 31<sup>st</sup> July, 2020 was read by Mr. Pradip Halder Company Secretary.

Few shareholders raised certain queries/views which were discussed by the Chairman of the meeting.

**ORDINARY BUSINESS**

**RESOLUTION NO 1 (Ordinary Resolution)**

**Adoption of Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31<sup>st</sup> March 2020**

**"RESOLVED THAT** the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2020 and the Profit and Loss Account for the year ended on that date together with Directors' and the Auditors' Report thereon be and are hereby received, approved and adopted".

CHAIRMAN'S  
INITIALS

S.V.

MINUTE BOOK



As per E-voting Results:

Details of Agenda		Resolution No. 1 – To receive, consider and adopt the audited Financial Statements for the year ended on 31 <sup>st</sup> March, 2020 together with the reports of the Directors and Auditors thereon.						
Resolution required		Ordinary						
Whether promoter/promoter group are interested in the agenda/ resolution								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)={(2)/(1)}*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favor of Votes polled (6) =[(4)/(2)] *100	% of Votes in against of Votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	Remote of E -voting	2861630	2839880	99.24	2839880	0	100	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>2861630</b>	<b>2839880</b>	<b>99.24</b>	<b>2839880</b>	<b>0</b>	<b>100</b>
Public Institutions	Remote of E -voting	1234	0	0.00	0	0	0	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1234</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	Remote of E -voting	1887136	4119	0.22	2910	1209	70.65	29.35
	E-voting at AGM		10	0.00	10	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1887139</b>	<b>4129</b>	<b>0.22</b>	<b>2920</b>	<b>1209</b>	<b>70.72</b>
<b>Total</b>		<b>4750000</b>	<b>2844009</b>	<b>59.87</b>	<b>2842800</b>	<b>1209</b>	<b>99.96</b>	<b>0.04</b>

Passed by majority

**RESOLUTION NO 2 (Ordinary Resolution)**

**Re-appointment of Mr. Sunay Krishna Khaitan (DIN 07585070), Director, retiring by rotation:**

“**RESOLVED THAT** Mr. Sunay Krishna Khaitan (DIN 07585070), who retires by rotation and is eligible for re-election be and is hereby re-elected a Director of the Company liable to retire by rotation”.

As per E-voting Results:

Details of Agenda		Resolution No. 2 – To appoint a director in place of Mr. Sunay Krishna Khaitan (DIN 07585070), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.						
Resolution required		Ordinary						
Whether promoter/promoter group are interested in the agenda/ resolution								
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)={(2)/(1)}*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favor of Votes polled (6) =[(4)/(2)] *100	% of Votes in against of Votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	Remote of E -voting	2861630	2547801	89.03	2547801	0	100	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2861630</b>	<b>2547801</b>	<b>89.03</b>	<b>2547801</b>	<b>0</b>	<b>100</b>

CHAIRMAN'S INITIALS

S.K

MINUTE BOOK



Public Institutions	Remote of E-voting	1234	0	0.00	0	0	0	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1234</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	Remote of E-voting	1887136	4119	0.22	2910	1209	70.65	29.35
	E-voting at AGM		10	0.00	10	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1887139</b>	<b>4129</b>	<b>0.00</b>	<b>2920</b>	<b>1209</b>	<b>70.72</b>
<b>Total</b>		<b>4750000</b>	<b>2551930</b>	<b>53.72</b>	<b>2550721</b>	<b>1209</b>	<b>99.95</b>	<b>0.05</b>

Passed by majority

**RESOLUTION NO 3 (Ordinary Resolution)**

**Appointment of M/s. K.C. Bhattacharjee & Paul Chartered Accountants, Kolkata (Reg. No. 303026E) as Statutory Auditors of the Company:**

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K. C. Bhattacharjee & Paul, Chartered Accountants, Kolkata (Reg. No. 303026E) be and is hereby appointed as Statutory Auditor of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 88<sup>th</sup> Annual General Meeting of the Company, subject ratification by the Members at every Annual General Meeting till the 88<sup>th</sup> Annual General Meeting, at such remuneration plus Goods & Service Tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

As per E-voting Results:

Details of Agenda		Resolution No 3 - To appoint M/s. K: C. Bhattacharjee & Paul, Chartered Accountants, Kolkata (Reg.No.303026E) as Statutory Auditor of the Company						
Resolution required		Ordinary						
Whether promoter/promoter group are interested in the agenda/ resolution							No	
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)={ (2)/(1)}*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favor of Votes polled (6) =[(4)/(2)] *100	% of Votes in against of Votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	Remote of E-voting	2861630	2839880	99.24	2839880	0	100	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>2861630</b>	<b>2839880</b>	<b>99.24</b>	<b>2839880</b>	<b>0</b>	<b>100</b>
Public Institutions	Remote of E-voting	1234	0	0.00	0	0	0	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1234</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	Remote of E-voting	1887136	4119	0.22	2907	1212	70.58	29.42
	E-voting at AGM		10	0.00	10	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1887139</b>	<b>4129</b>	<b>0.22</b>	<b>2917</b>	<b>1212</b>	<b>70.65</b>
<b>Total</b>		<b>4750000</b>						

CHAIRMAN'S INITIALS

*(Signature)*

Passed by majority



**SPECIAL BUSINESS****RESOLUTION NO 4 (Ordinary Resolution)****Re-appointment of Mr. Sunay Krishna Khaitan, as a Whole-Time Director**

**“RESOLVED THAT** subject to the provisions of sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, [the Act] read with Schedule V of the Act and Rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to the re-appointment of Mr. Sunay Krishna Khaitan (DIN 07585070) as a Whole Time Director of the Company, to be designated as Executive Director for a period of three years with effect from October 1, 2020 and payment of salary and perquisites [herein after referred to as “remuneration”] upon terms and conditions as detailed in the explanatory statement attached hereto and as set out in the draft agreement proposed to be executed between the Company and the appointee, with an authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such a manner as may be agreed to between the Board of Directors and the appointee.”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Sunay Krishna Khaitan (DIN 07585070), in each financial year during the currency of his tenure of appointment shall be as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on his performance evaluation, which shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Whole Time Director will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.”

**As per E-voting Results:**

Details of Agenda-		Resolution No 4 - To re-appoint Mr. Sunay Krishna Khaitan as a Whole-time Director (DIN 07585070)						
Resolution required		Ordinary						
Whether promoter/promoter group are interested in the agenda/ resolution							No	
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)={ (2)/(1)}*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favor of Votes polled (6) =[(4)/(2)] *100	% of Votes in against of Votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	Remote of E -voting	2861630	2547801	89.03	2547801	0	100	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>2861630</b>	<b>2547801</b>	<b>89.03</b>	<b>2547801</b>	<b>0</b>	<b>100</b>
Public Institutions	Remote of E -voting	1234	0	0.00	0	0	0	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1234</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	Remote of E -voting	1887136	4119	0.22	2910	1209	70.65	29.35
	E-voting at AGM		10	0.00	10	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1887139</b>	<b>4129</b>	<b>0.22</b>	<b>2920</b>	<b>1209</b>	<b>70.72</b>
<b>Total</b>		<b>4750000</b>	<b>2551930</b>	<b>53.72</b>	<b>2550721</b>	<b>1209</b>	<b>99.95</b>	<b>0.05</b>

Passed by majority

CHAIRMAN'S INITIALS

S.E



**RESOLUTION NO 5 (Ordinary Resolution)**

**Appointment of Mrs. Sujata Chatterjee (DIN 00245656), as Non-Executive Independent Director**

"RESOLVED THAT pursuant to the provision of Sections 149, 152, 160, 161, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other rules made there under, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Sujata Chatterjee (DIN 00245656) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five consecutive years, for a term ending at the conclusion of Annual General Meeting to be held during the financial year 2025."

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

As per E-voting Results:

Details of Agenda		Resolution No 5- Appointment of Mrs. Sujata Chatterjee as Non-Executive, Independent Director (DIN 00245656)						
Resolution required		Ordinary						
Whether promoter/promoter group are interested in the agenda/ resolution								
Category	Mode of Voting	No. of Shares held - (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)={(2)/(1)}*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favor of Votes polled (6) =[(4)/(2)] *100	% of Votes in against of Votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	Remote of E -voting	2861630	2839880	99.24	2839880	0	100	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>2861630</b>	<b>2839880</b>	<b>99.24</b>	<b>2839880</b>	<b>0</b>	<b>100</b>
Public Institutions	Remote of E -voting	1234	0	0.00	0	0	0	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1234</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	Remote of E -voting	1887136	4119	0.22	2907	1212	70.58	29.42
	E-voting at AGM		10	0.00	10	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	<b>Total</b>		<b>1887139</b>	<b>4129</b>	<b>0.22</b>	<b>2917</b>	<b>1212</b>	<b>70.65</b>
<b>Total</b>		<b>4750000</b>	<b>2844009</b>	<b>59.87</b>	<b>2842797</b>	<b>1212</b>	<b>99.96</b>	<b>0.04</b>

Passed by majority

The Chairman thanked the members for their support and co-operation and the meeting was terminated thereafter with a vote of thanks to the Chair by Mr. Pradip Halder

*Sujata*  
Chairman

CHAIRMAN'S INITIALS

S.K