



khaitan (India) Limited
7, Red Cross Place, Kolkata - 700 001
CIN No. : L10000WB1936PLC008775

Phone : (033) 2210 3331
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Ref : KIL/16-17/
01st October 2016

To The Manager Department of Corporate Services, BSE Ltd., PhirozeJeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001. Scrip Code : 590068	To The Manager National Stock Exchange of India Limited, Exchange Plaza, BandraKurla Complex, Bandra (E), Mumbai-400051. Ref: KHAITANLTD
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Dear Sir,

Re: Voting Results at 79th Annual General Meeting held on 28th September, 2016 under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are enclosing the Scrutinizer Report for 79th Annual General Meeting of the Shareholders of the Company held on Wednesday the 28th September, 2016 at 11 a.m. at Bharatiya Bhasha Parishad, 36, Shakespeare Sarani, Kolkata-700017.

1. Consolidated Scrutinizer's Report on Remote e-Voting and Poll Conducted at the AGM.

Thanking You,

for Khaitan (India) Limited

(Surendra Bafna)

Executive Director

Format for Voting Result

Date of the AGM	September 28, 2016
Total Number of Shareholders on record date	3092
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	3
Public	76
Total	79
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1 To receive, consider and adopt Audited Statement of Profit and Loss of the Company for the period 01.04.2015 to 31.03.2016 and the audited Balance sheet as at 31.03.2016 together with Directors Report and Auditors Report									
Whether promoter/promoter group are interested in the agenda/resolution ?	0								
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 favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting	2861630	2839880	99.23990	2839880	0	100.00000		
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total			2839880	99.23990	2839880	0	100.00000	
Public - Institutional holders	E-Voting	1234	0		0	0			
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total			0		0			
Public - Non Institution	E-Vote	1887136	170	0.00900	161	9	94.70590	5.29410	
	Poll		14849	0.78690	14849	0	100.00000		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		15019	0.79590	15010	9	99.94010	0.05990	
Total		4750000	2854899	60.10314	2854890	9	99.99968	0.00032	

2 To Re-appoint Sri Sunil Krishna Khaitan, who retires by rotation. The resolution has been dropped from the AGM, as Sri Sunil Krishna Khaitan had resigned the Board w.e.f., 12th August, 2016.

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 favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	2861630	0	0.00000	0	0		
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public - Institutional holders	E-Voting	1234	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		0		0	0		
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public - Non Institution	E-Vote	1887136	20	0.00110	11	9	55.00000	45.00000
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		20	0.00110	11	9	55.00000	45.00000
Total		4750000	20	0.00042	11	9	55.00000	45.00000

3 To Re-appoint Mrs Sulekha Dutta who retires by rotation

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 favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	2861630	2839880	99.23990	2839880	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		2839880	99.23990	2839880	0	100.00000	
Public - Institutional holders	E-Voting	1234	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1887136	170	0.00900	161	9	94.70590	5.29410
	Poll		14849	0.78690	14849	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		15019	0.79590	15010	9	99.94010	0.05990
Total		4750000	2854899	60.10314	2854890	9	99.99968	0.00032

4 To Re-appoint Auditors and fix their remuneration

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 favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	2861630	2839880	99.23990	2839880	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		2839880	99.23990	2839880	0	100.00000	
Public - Institutional holders	E-Voting	1234	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1887136	170	0.00900	161	9	94.70590	5.29410
	Poll		14849	0.78690	14849	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		15019	0.79590	15010	9	99.94010	0.05990
Total		4750000	2854899	60.10314	2854890	9	99.99968	0.00032

5 To appoint Mr. Anil Kumar Jain as Director

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 favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	2861630	2839880	99.23990	2839880	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		2839880	99.23990	2839880	0	100.00000	
Public - Institutional holders	E-Voting	1234	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1887136	170	0.00900	161	9	94.70590	5.29410
	Poll		14849	0.78690	14849	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		15019	0.79590	15010	9	99.94010	0.05990
Total		4750000	2854899	60.10314	2854890	9	99.99968	0.00032

6 To appoint M/S AB & CO. Cost Auditor and fix their remuneration

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 favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	2861630	0	0.00000	0	0		
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public - Institutional holders	E-Voting	1234	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		0		0	0		
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public - Non Institution	E-Vote	1887136	0	0.00000	0	0		
	Poll		14849	0.78690	14849	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14849	0.78690	14849	0	100.00000	
Total		4750000	14849	0.31261	14849	0	100.00000	0.00000

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules,2014 (as amended)]

To
The Chairman
KHAITAN (INDIA) LIMITED
46C, J.L. Nehru Road
Kolkata-700071

Dear Sir,

Subject: Consolidated Report of Scrutinizer for 79TH Annual General Meeting of the shareholders of Khaitan (India) Limited (the Company) held at Bharatiya Bhasha Parishad,36-A Shakespeare Sarani,4th Floor,Kolkata-700017 at 11.00 a.m.

Pursuant to the resolution passed by the Board of Directors of Khaitan (India) Limited ,I Navin Kothari of N.K. & ASSOCIATES Practicing Company Secretaries have been appointed as a Scrutinizer to receive, process and scrutinize the remote e-voting process and Ballot at the 79th Annual General Meeting(AGM), as mentioned under Rule 20 of the Companies (Management and Administration) Rules,2015 (as amended),in fair and transparent manner and ascertaining the requisite majority on remote e- voting carried out as per provision of Companies Act,2013 on the resolutions approved by remote e-voting and Ballot at the 79th Annual General Meeting held on Wednesday, September 28, 2016.

In terms of Regulation 44 of the SEBI (Listing Obligations and disclosure Requirements) Regulations,2015 and pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014, in connection with the resolution proposed in the 79th AGM, the company had provided remote e-voting and facility of Ballot at the AGM to the shareholders of the Company who could not vote through remote e-voting facility provided by the Company.



1. I submit my report as under:
 - a. As per the information provided to me, the company has completed the dispatch of Notice dated 06.06.2016, along with the Proxy Form to the Members on 2nd September, 2016 whose name appeared in the Register of Members/list of Beneficial Owners as on 28th August, 2016.
 - b. The remote e-voting period remained open from 9.00 A.M. on Sunday, 25th September, 2016 up to 5.00 P.M. on Tuesday, 27th September, 2016.
 - c. The Shareholders holding shares as on the "cut off" date, i.e. 21st September, 2016 were entitled to vote on the proposed resolutions as mentioned in the Notice of the Annual General Meeting of the Company.
 - d. After the announcement for the vote through Ballot Paper by the Chairman. The ballot box was kept for the purpose of voting by the shareholders of the company who attended the AGM and could not vote using remote e-voting facility provided earlier.
 - e. The votes through e-voting were unblocked on Wednesday, 28th September, 2016 at 03.04 p.m. after the conclusion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Abhishek Chakraborty and Mr. Rahul Korwani who are not in employment of the Company.
 - f. I have downloaded a complete record of votes cast by electronic mode from **Central Depository Services Limited** (CDSL) the agency for providing and supervising electronic platform after it was closed by CDSL.
2. The result of the voting is as under:



ORDINARY BUSINESS**a) Resolution 1
(ORDINARY RESOLUTION)**

Adoption of audited Financial Statement for the year ended 31st March, 2016 together with the Reports of the Directors, Auditors and C&AG

	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	19	2840041	27	14849	46	2854935	99.99968
Voted against the Resolution	6	9	0	0	6	9	0.00032



**b) Resolution 2
(ORDINARY RESOLUTION)**

***Re-appointment of Mr. Sunil Krishna Khaitan (DIN NO: 00127698),
who retires by rotation and is eligible for re-appointment.**

	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	2	11	0	0	2	11	0.55
Voted against the Resolution	6	9	0	0	6	9	0.45

*The Company has vide their letter no KIL/2016/0929 dated 28.09.2016. inform that Mr. Sunil Krishna Khaitan has given his resignation in the Board Meeting held on 12.08.2016 and the company has accepted the same date and also intimation in this regard was given to the National Stock Exchange of India Ltd vide their letter no KIL dated 13.08.2016.



**c) Resolution 3
(ORDINARY RESOLUTION)**

Re-appointment of Mrs.Sulekha Dutta (DIN NO: 07114240), who retires by rotation and is eligible for re-appointment.

	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	19	2840041	27	14849	46	2854935	99.99968
Voted against the Resolution	6	9	0	0	6	9	0.00032



**(d) Resolution 4
(ORDINARY RESOLUTION)**

Ratification of appointment of M/s. O.P. Sharma & Co., Chartered Accountants (Firm Registration No.302137E), as statutory auditors of the Company.

	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	19	2840041	27	14849	46	2854935	99.99968
Voted against the Resolution	6	9	0	0	6	9	0.00032



SPECIAL BUSINESS**e) Resolution 5****(ORDINARY RESOLUTION)****Appointment of Mr. Anil Kumar Jain Director (DIN 07524177).**

	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	19	2840041	27	14849	46	2854935	99.99968
Voted against the Resolution	6	9	0	0	6	9	0.00032



f) Resolution 6**(ORDINARY RESOLUTION)**

Appointment of AB & Co., as Cost Auditors to conduct the Audit of the Cost Records of the Company.

	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	0	0	27	14849	27	14849	100%
Voted against the Resolution	0	0	0	0	0	0	0

**** Seven Physical votes of shareholders are invalid.**



4. RESULTS:-

As the number of votes cast in favour of the resolutions are more than against, I report that the resolutions as per the Notice dated 06.06.2016 have been passed by the shareholders of the Company by requisite majority to be read with notes mentioned under Resolution No 2 wherein it has been informed by the management that Mr. Sunil Krishna Khaitan has resigned from the Directorship.

5. The Registers, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a scrutinizer.

Thanking You,

Yours faithfully,

**For N. K. & ASSOCIATES
Company Secretaries**

Navin Kothari

**(NAVIN KOTHARI)
Proprietor**



**FCS NO. 5935
C. P. NO. 3725**

We the undersigned have witnessed that the votes cast through remote e-voting and voting at the AGM venue were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Wednesday, 28th September, 2016 at 03.04 p.m.

Abhishek Chakraborty
ABHISHEK CHAKRABORTY
Address: FD 9/6A, Laxmi
Apartment
Vidyasagar Pally Kolkata-700059

Rahul Korwani
RAHUL KORWANI
Address: 14F, Corporation Place
3rd Floor, Kolkata-700087

Place: Kolkata
Dated: 29/09/2016

