



# KANORIA CHEMICALS & INDUSTRIES LIMITED

Registered Office : Park Plaza  
71, Park Street, 7th Floor  
Kolkata-700 016

Tel : +91-33-4031-3200

Fax : +91-33-4031-3220

CIN : L24110WB1960PLC024910

E-mail : calall@kanoriachem.com

Website : www.kanoriachem.com

KC-13/

15<sup>th</sup> September, 2018

The Manager-Listing  
National Stock Exchange of India Ltd  
"Exchange Plaza", Plot No.C/1, 'G' Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai-400051

**Symbol: KANORICHEM**

DCS-CRD  
BSE Limited  
1<sup>ST</sup> Floor, New Trading Ring  
Rotunda Building, P.J.Towers  
Dalal Street, Fort,  
Mumbai- 400001

**Security Code No. 50 6525**

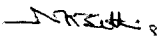
Dear Sir/s,

We are attaching herewith the voting results declared today on the resolutions proposed at the 58<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 13<sup>th</sup> September, 2018. Please note that all the resolutions have been passed with the requisite majority.

The Scrutinizer's Report is also attached herewith.

Thanking you,

Yours sincerely,  
For Kanoria Chemicals & Industries Limited

  
N K Sethia  
Company Secretary

Enc: as above

**58th Annual General Meeting (AGM) of Kanoria Chemicals & Industries Limited - details of voting results**

<b>Date of the AGM :</b>	13th September, 2018
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to voting - 6th September,2018)	17340
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoter and Promoter Group: Public:	6 1790
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>  Promoter and Promoter Group: Public:	N A

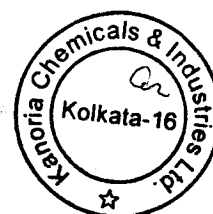
**Agenda-wise disclosure**

**ORDINARY BUSINESS**

**Item No.1**

**Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March 2018 and the Reports of the Board of Directors and Auditors thereon.**

Resolution Required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter groups are interested in agenda/resolution ?					No.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-
	Poll	32,519,024	32,072,141	98.6258	32,072,141	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	32,519,024	32,072,141	98.6258	32,072,141	-	100.00	-
Public-Institutions	E-Voting		-	-	-	-	-	-
	Poll	105,838	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	105,838	-	-	-	-	-	-
Public-Non institutions	E-Voting		41,452	0.3745	41,452	-	100.00	-
	Poll	11,068,471	17,049	0.1540	17,049	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	11,068,471	58,501	0.5285	58,501	-	100.00	-
<b>Total</b>		43,693,333	32,130,642	73.5367	32,130,642	-	100.00	-



**Item No. 2**

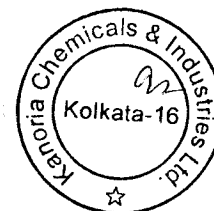
**Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2018**

Resolution Required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter groups are interested in agenda/resolution					No.			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes
		held	polled	on outstanding shares	- In favour	- against	favour on votes polled	against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32,519,024	-	-	-	-	-	-
	Poll		32,072,141	98.6258	32,072,141	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>32,519,024</b>	<b>32,072,141</b>	<b>98.6258</b>	<b>32,072,141</b>	<b>-</b>	<b>100.00</b>
Public-institutions	E-Voting	105,838	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>105,838</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non institutions	E-Voting	11,068,471	41,372	0.3738	41,372	-	100.00	-
	Poll		17,049	0.1540	17,049	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11,068,471</b>	<b>58,421</b>	<b>0.5278</b>	<b>58,421</b>	<b>-</b>	<b>100.00</b>
<b>Total</b>		<b>43,693,333</b>	<b>32,130,562</b>	<b>73.5365</b>	<b>32,130,562</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**Item No. 3**

**Appointment of a Director in place of Shri S. V. Kanoria (DIN: 02097441), who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution Required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter groups are interested in agenda/resolution ?					Yes			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes
		held	polled	on outstanding shares	- In favour	- against	favour on votes polled	against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32,519,024	-	-	-	-	-	-
	Poll		32,072,141	98.6258	32,072,141	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>32,519,024</b>	<b>32,072,141</b>	<b>98.6258</b>	<b>32,072,141</b>	<b>-</b>	<b>100.00</b>
Public-institutions	E-Voting	105,838	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>105,838</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	11,068,471	38,059	0.3439	37,518	541	98.5785	1.4215
	Poll		17,049	0.1540	17,049	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11,068,471</b>	<b>55,108</b>	<b>0.4979</b>	<b>54,567</b>	<b>541</b>	<b>99.0183</b>
<b>Total</b>		<b>43,693,333</b>	<b>32,127,249</b>	<b>73.5290</b>	<b>32,126,708</b>	<b>541</b>	<b>99.9983</b>	<b>0.0017</b>



**SPECIAL BUSINESS**

**Item No. 4**

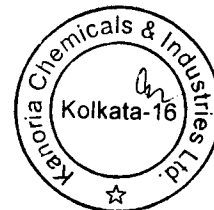
**Appointment of Shri Sidharth Kumar Birla (DIN: 00004213) as an Independent Director of the Company.**

Resolution Required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter groups are interested in agenda/resolution ?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32,519,024	-	-	-	-	-	-
	Poll		32,072,141	98.6258	32,072,141	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>32,519,024</b>	<b>32,072,141</b>	<b>98.6258</b>	<b>32,072,141</b>	<b>-</b>	<b>100.00</b>
Public-Institutions	E-Voting	105,838	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>105,838</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non Institutions	E-Voting	11,068,471	38,054	0.3438	37,503	551	98.5521	1.45
	Poll		17,049	0.1540	17,049	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11,068,471</b>	<b>55,103</b>	<b>0.4978</b>	<b>54,552</b>	<b>551</b>	<b>99.0001</b>
<b>Total</b>		<b>43,693,333</b>	<b>32,127,244</b>	<b>73.5289</b>	<b>32,126,693</b>	<b>551</b>	<b>99.9983</b>	<b>0.0017</b>

**Item No. 5**

**Re-appointment of Shri R. V. Kanoria (DIN 00003792) as the Managing Director of the Company.**

Resolution Required (Ordinary/Special)					Special Resolution			
Whether promoter/promoter groups are interested in agenda/resolution ?					Yes			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32,519,024	-	-	-	-	-	-
	Poll		32,072,141	98.6258	32,072,141	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>32,519,024</b>	<b>32,072,141</b>	<b>98.6258</b>	<b>32,072,141</b>	<b>-</b>	<b>100.00</b>
Public-Institutions	E-Voting	105,838	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>105,838</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non institutions	E-Voting	11,068,471	38,134	0.3445	37,234	900	97.6399	2.3601
	Poll		17,049	0.1540	17,049	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11,068,471</b>	<b>55,183</b>	<b>0.4986</b>	<b>54,283</b>	<b>900</b>	<b>98.3691</b>
<b>Total</b>		<b>43,693,333</b>	<b>32,127,324</b>	<b>73.5291</b>	<b>32,126,424</b>	<b>900</b>	<b>99.9972</b>	<b>0.0028</b>



Item No. 6

**Ratification of remuneration of the Cost Auditors for the financial year 2018-19.**

Resolution Required (Ordinary/Special)					Ordinary Resolution			
Whether promoter/promoter groups are interested in agenda/resolution ?					No.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32,519,024	-	-	-	-	-	-
	Poll		32,072,141	98.6258	32,072,141	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>32,519,024</b>	<b>32,072,141</b>	<b>98.6258</b>	<b>32,072,141</b>	<b>-</b>	<b>100.00</b>
Public-institutions	E-Voting	105,838	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>105,838</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Non institutions	E-Voting	11,068,471	38,134	0.3445	36,556	1,578	95.8620	4.1380
	Poll		17,049	0.1540	17,049	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>11,068,471</b>	<b>55,183</b>	<b>0.4986</b>	<b>53,605</b>	<b>1,578</b>	<b>97.1404</b>
<b>Total</b>		<b>43,693,333</b>	<b>32,127,324</b>	<b>73.5291</b>	<b>32,125,746</b>	<b>1,578</b>	<b>99.9951</b>	<b>0.0049</b>

All the resolutions with respect to the agenda items were passed by requisite majority. The resolutions as approved by the members of the Company, in terms of the Notice dated 18th May, 2018, will form part of the Minutes of the Annual General Meeting.

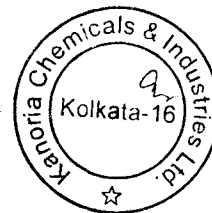
**For Kanoria Chemicals & Industries Limited**



Amitav Kothari  
Director  
DIN: 01097705

Place : Kolkata

Date: 15th September, 2018



# H. M. CHORARIA

Practising Company Secretary  
E-mail: [hmchoraria@gmail.com](mailto:hmchoraria@gmail.com)

Phones: (033) 2242-0196  
2243-2509  
Mobile: 9830058715  
**Room No. 401, 4<sup>th</sup> Floor**  
**14/2, Old China Bazar street**  
**Kolkata-700001**

## Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[4][xii]  
of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Kanoria Chemicals & Industries Limited  
"Park Plaza", South Block, 7<sup>th</sup> Floor  
71, Park Street  
Kolkata-700016

Dear Sir,

**Re: Consolidated Report of Scrutinizer on voting through Polling Paper and Remote e-voting on the resolutions proposed at the 58<sup>th</sup> Annual General Meeting of the Members of Kanoria Chemicals & Industries Limited held at "Shripati Singhanian Hall" in "Rotary Sadan", 94/2, Chowringhee Road, Kolkata-700 020 on Thursday, the 13<sup>th</sup> September, 2018 at 03.00 P.M.**

I, Hanuman Mal Choraria, Practising Company Secretary and proprietor of H. M. Choraria & Co., having C P No. 1499, was appointed by the Board of Directors of Kanoria Chemicals & Industries Limited (the Company) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) and voting through polling papers at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended in respect of the below mentioned resolutions proposed at the 58<sup>th</sup> Annual General Meeting of the Company, held at 3.00 P. M. on Thursday, the 13<sup>th</sup> September, 2018 at Shripati Singhanian Hall in Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through polling papers at the AGM by the shareholders on the resolutions proposed in the Notice of the 58<sup>th</sup> AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means (by remote e-voting) and through polling papers at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report generated electronically for voting through polling papers at the AGM.

The remote e-voting period commenced from 10<sup>th</sup> September, 2018 at 9.00 A. M. and ended on 12<sup>th</sup> September, 2018 at 5.00 P.M.

The Members of the Company as on the cut-off date i. e. 6<sup>th</sup> September, 2018 were entitled to vote on the resolutions as set out in the Notice dated 18<sup>th</sup> May, 2018 for the 58<sup>th</sup> Annual General Meeting of the members of the Company.

The voting at the AGM began after the close of discussions on the Resolutions proposed at the AGM. The voting process was carried out by distributing polling papers at the AGM.

1 (one) locked ballot box was placed at the venue of the AGM for dropping of polling papers therein.

Cont....



Subsequent to the conclusion of voting through polling papers at the venue of the 58<sup>th</sup> AGM, I counted the votes cast through polling papers and thereafter the votes cast through remote e-voting were unblocked, in the presence of two witnesses, Mr. Navdeep Bhansali and Ms. Sunita Chakraborty who are not in the employment of the Company. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, C. B. Management Services Private Limited, to the extent available with them and the authorizations / proxies lodged with the Company. There was no incomplete and/or defective polling paper.

The relevant data relating to remote e-voting process were also reconciled with the records maintained by the Registrar and Share Transfer Agent and the authorizations lodged with me and were found to be in order.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting (EVEN- 108900) and voting through polling papers at the AGM, as under:

**ORDINARY BUSINESS:**

**Item No. 1- Ordinary Resolution**

**Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March 2018 and the Reports of the Board of Directors and Auditors thereon.**

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	47	41452	33	32089190	80	32130642	100
Voted against the resolution	0	0	0	0	0	0	0
<b>Total</b>	<b>47</b>	<b>41452</b>	<b>33</b>	<b>32089190</b>	<b>80</b>	<b>32130642</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	

**Item No. 2 - Ordinary Resolution**

**Declaration of Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2018.**

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	46	41372	33	32089190	79	32130562	100
Voted against the resolution	0	0	0	0	0	0	0
<b>Total</b>	<b>46</b>	<b>41372</b>	<b>33</b>	<b>32089190</b>	<b>79</b>	<b>32130562</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	



**Item No. 3 - Ordinary Resolution**

Appointment of a Director in place of Shri S. V. Kanoria (DIN: 02097441), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	41	37518	33	32089190	74	32126708	99.9983
Voted against the resolution	2	541	0	0	2	541	00.0017
<b>Total</b>	<b>43</b>	<b>38059</b>	<b>33</b>	<b>32089190</b>	<b>76</b>	<b>32127249</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	

**SPECIAL BUSINESS:****Item No. 4 - Ordinary Resolution**

Appointment of Shri Sidharth Kumar Birla (DIN: 00004213) as an Independent Director of the Company.

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	40	37503	33	32089190	73	32126693	99.9983
Voted against the resolution	3	551	0	0	3	551	00.0017
<b>Total</b>	<b>43</b>	<b>38054</b>	<b>33</b>	<b>32089190</b>	<b>76</b>	<b>32127244</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	

**Item No. 5 – Special Resolution**

Re-appointment of Shri R. V. Kanoria (DIN 00003792) as the Managing Director of the Company.

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	42	37234	33	32089190	75	32126424	99.9972
Voted against the resolution	2	900	0	0	2	900	00.0028
<b>Total</b>	<b>44</b>	<b>38134</b>	<b>33</b>	<b>32089190</b>	<b>77</b>	<b>32127324</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	





**Item No. 6 - Ordinary Resolution**

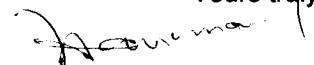
**Ratification of remuneration of the Cost Auditors for the financial year 2018-19.**

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	41	36556	33	32089190	74	32125746	99.9951
Voted against the resolution	3	1578	0	0	3	1578	00.0049
<b>Total</b>	<b>44</b>	<b>38134</b>	<b>33</b>	<b>32089190</b>	<b>77</b>	<b>32127324</b>	<b>100</b>
Invalid Votes	0	0	0	0	0	0	

In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained the Registers of remote e-voting in electronic form and the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The registers and all other papers relating to electronic voting and voting by polling paper shall remain in my safe custody until the Chairman signs the Minutes of 58<sup>th</sup> AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours truly



Place: Kolkata  
Date: 15<sup>th</sup> September, 2018



(H M Choraria)  
Practising Company Secretary  
FCS No. 2398, C P No. 1499

For KANORIA CHEMICALS & INDUSTRIES LTD.



Director

(AMITAV KOTHARI)

DIN: 01097705