



To  
The Chairman  
**Khaitan (India) Limited**  
46C, Jawahar Lal Nehru Road,  
Kolkata- 700 071

**CONSOLIDATED SCRUTINIZER'S REPORT**

Dear Sir,

1. I, Mr. Navin Kothari, Proprietor of M/s N.K & Associates, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of Khaitan (India) Limited (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended,
- (ii) Poll through ballot papers on the Resolutions contained in the notice (hereinafter referred to as "the resolution") of the Annual General Meeting of the members of the Company, held on 30<sup>th</sup> September, 2015 at Bharatiya Bhasha Parishad, 36-A Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata-700017.

2. I submit my report as under:

- a. As per the information provided to me, the company has completed the dispatch of Notice, along with the Proxy Form to the Members on 5<sup>th</sup> September, 2015 whose name appeared in the Register of Members/list of Beneficial Owners as on 28<sup>th</sup> August, 2015.
- b. The remote e-voting period remained open from 9.00 A.M. on Saturday, 26<sup>th</sup> September, 2015 up to 6.00 P.M. on Tuesday, 29<sup>th</sup> September, 2015.



- c. The Shareholders holding shares as on the "cut off" date, i.e. 23<sup>rd</sup> September, 2015 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 Chairperson, One (1) empty ballot box was kept for voting and after the voting it was locked in my presence.
- e. The ballot box was opened on 30<sup>th</sup> September 2015 in my presence and in the presence of two witnesses, namely, Mr. Abhishek Chakraborty, and Mr Sunny Davia who are not in employment of the Company. The Ballot papers were scrutinized and the shareholding was matched /confirmed with the Register of Members of the Company / list of beneficiaries as on 28<sup>th</sup> August, 2015.
- I have not found any defaced/mutilated ballot form.
- f. The Ballot Papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- g. The votes through e-voting were unblocked on Wednesday, 30<sup>th</sup> September, 2015 02:41 pm after the conclusion of the Annual General Meeting in the presence of two witnesses, namely, Ms.Nikita Kedia, and Ms.Bharti Jhanwar who are not in employment of the Company.
- h. I have also received a complete record of votes cast by electronic mode from **Central Depositories Services Limited (CDSL)** the agency for providing and supervising electronic platform after it was closed by CDSL.



3. The result of the voting is as under:

**ORDINARY BUSINESS**

a) Resolution 1

**Adoption of audited Financial Statement for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Directors, Auditors thereon.**

	<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	26	2894209	8	116	34	2894325	99.99737
Voted against the Resolution	4	5	1	1	5	6	0.00021
Invalid votes	Nil	Nil	3	70	3	70	0.00242



## b) Resolution 2

Appointment of Director in place of Mr. Sunil Krishna Khaitan (DIN )who retires by rotation and, being eligible,offers himself for re-appointment.

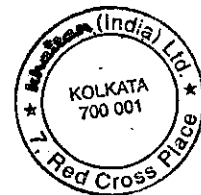
	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted(in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	26	2894209	7	111	33	2894320	99.99720
Voted against the Resolution	4	5	1	1	5	6	0.00021
Invalid votes	Nil	Nil	4	75	4	75	0.00259



## c) Resolution 3

Approval to the appointment of Mr. Surendra Bafna (DIN ), Director retiring by rotation and, being eligible, offers himself 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	26	2894209	7	111	33	2894320	99.99720
Voted against the Resolution	4	5	1	1	5	6	0.00021
Invalid votes	Nil	Nil	4	75	4	75	0.00259



## d)Resolution 4

To appoint M/s O. P. Sharma & Associates, Chartered Accountants as statutory auditors and to fix their remuneration.

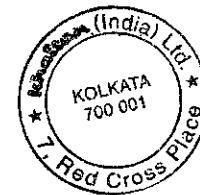
	<u>Remote e-voting</u>		<u>Voting at AGM</u>		<u>Consolidated voting result</u>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	26	2894209	7	111	33	2894320	99.99720
Voted against the Resolution	4	5	1	1	5	6	0.00021
Invalid votes	Nil	Nil	4	75	4	75	0.00259



**SPECIAL BUSINESS****ORDINARY RESOLUTION****e) Resolution 5**

**Re appointment of Smt. Sulekha Dutta, (DIN: 07114240) additional director, as a director of the Company**

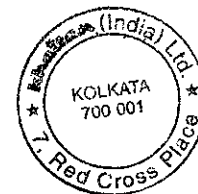
	<b><u>Remote e-voting</u></b>		<b><u>Voting at AGM</u></b>		<b><u>Consolidated voting result</u></b>		
	Number of Members voted	Number of shares for votes cast	Number of Members who voted (in person or by proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	26	2894209	7	111	33	2894320	99.99720
Voted against the Resolution	4	5	1	1	5	6	0.00021
Invalid votes	Nil	Nil	4	75	4	75	0.00259



**SPECIAL RESOLUTION****f) Resolution 6**

**To sale of Company's properties other than sugar mill to pay off liabilities 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	26	2894209	7	111	33	2894320	99.99720
Voted against the Resolution	4	5	1	1	5	6	0.00021
Invalid votes	Nil	Nil	4	75	4	75	0.00259



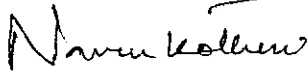


4. The Registers, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary of the Company.

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

Thanking You,

Yours faithfully,  
For N. K. & ASSOCIATES  
Company Secretaries



(NAVIN KOTHARI)  
Proprietor  
FCS NO. 5935  
C. P. NO. 3725



For and on behalf of  
**khaitan** (India) Limited

  
Director

Place: Kolkata  
Dated: 01.10.2015

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.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on Wednesday, 30<sup>th</sup> September 2015.

Nikita Kedia  
NIKITA KEDIA  
Address: 60/101, Haripada Dutta Lane  
Kolkata-700033

Abhishek Chakraborty  
Abhishek Chakraborty  
Address: FD-9/6A Laxmi Apartment  
Vidyasagarpalli  
Baguiahati  
Kolkata-700059