



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

Phone : (033) 2210 3331
Fax : (033) 2248 7516
E-mail : kilsugar@vsnl.net
Website : www.khaitansugar.com

Ref : KIL/15-16/SD/
05-10-2015

The National Stock Exchange of India Ltd.
BSE Ltd. (Bombay Stock Exchange)

Dear Sir,

Sub: - Clause 35A of the Listing Agreement – Details of voting results at the 78th Annual General Meeting of the Company

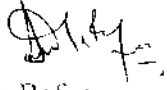
Pursuant to Clause 35A of the Listing Agreement, we are submitting herewith the details regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Wednesday, 30th September, 2015 at 2.00 P.M. at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, Kolkata-700017, in the prescribed format showing the results of voting.

Further we are also enclosing the Consolidated Scrutinizer's Report on voting through remote e-voting process, physical ballot form and voting at AGM.

This is for your information and records.

Thanking You

Yours faithfully
for KHAITAN (INDIA) LIMITED


S. Bafna
Executive Director

Encl: As above

Listing Department
National Stock Exchange of
India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex
Bandra East
MUMBAI – 400 051

Dept. of Corporate Services
BSE Ltd. (Bombay Stock Exchange)
Floor 25, P.J.Towers, Dalal St.
MUMBAI – 400 001



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78TH ANNUAL GENERAL MEETING (AGM) OF KHAITAN (INDIA) LIMITED

DETAILS OF E-VOTING/ POLL RESULTS

| | | |
|---|---|--|
| A | Date of AGM | Wednesday, 30th September, 2015 |
| B | Book Closure Date | 23rd September, 2015 to 30th September, 2015 |
| C | Total Number of Shareholders on Record Date (i.e. 23rd September, 2015 - out of date for e-voting purpose) | 3397 |
| D | Number of Shareholders present in the Annual General Meeting either in person or through proxy | 165 |
| | Promoters and Promoter Group | 0 |
| | Public | 165 |
| E | Number of Shareholders attended the Meeting through Video Conferencing. No Video conferencing facility was made available | Not Arranged |

AGENDA WISE

The mode of voting for all resolutions was E-voting, ballot form, in lieu of e-voting and ballot voting. Poll at Annual General Meeting venue.

RESOLUTION NO.1 (Ordinary)

Adoption of Accounts for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

| Promoters/Public | No. of Shares held | No. of Votes polled | % of Votes Polled on Outstanding Shares | No. of Votes in favour | No. of Shares Against | No. of Votes Invalid | % of Votes in favour on Votes Polled | % of Votes against on Votes Polled | % of Votes on invalid Votes |
|--------------------------------|--------------------|---------------------|---|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|-----------------------------|
| | 1 | 2 | 3=2/1*100 | 4 | 5 | 6 | 7=4/2*100 | 8=5/2*100 | 9=6/2*100 |
| Promoters and Promoters Group | 2861630 | 2839880 | 99.24 | 2839880 | 0 | 0 | 100.00000 | 0.00300 | 0.00000 |
| Public-Institutional Investors | 1294 | 0 | 0.00 | 0 | 0 | 0 | 0.00000 | 0.00000 | 0.00000 |
| Public-Others | 1887136 | 54521 | 2.89 | 54445 | 6 | 70 | 99.86060 | 0.01100 | 0.12839 |
| Total | 4750000 | 2894401 | 60.93 | 2894325 | 6 | 70 | 99.99737 | 0.00021 | 0.00242 |

12

Agriculture Division : Ramnagar-742 163, Dist. Murshidabad [West Bengal], Phone : Saktipur (03482) 242233
Sugar Division : Khaitan Nagar-741 157, Plassey, Dist. Nadia (W. B.), Phone : (03474) 26 2346/7

Registered Office: 46C, J.L. Nehru Road, Kolkata-700 071



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RESOLUTION NO.2 (Ordinary)

Appointment of Mr. Sunil Krishna Khaitan as Director who retire by rotation and offer himself for re-appointment

| Promoters/Public | No. of Shares held | No. of Votes polled | % of Votes Polled on Outstanding Shares | No. of Votes in favour | No. of Shares Against | No. of Votes Invalid | % of Votes in favour on Votes Polled | % of Votes against on Votes Polled | % of Votes on invalid Votes |
|-------------------------------|--------------------|---------------------|---|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|-----------------------------|
| | 1 | 2 | 3=2*1*100 | 4 | 5 | 6 | 7=4/2*100 | 8=5/2*100 | 9=6/2*100 |
| Promoters and Promoters Group | 2861630 | 2839880 | 99.24 | 2839880 | 0 | 0 | 100.00000 | 0.00000 | 0.00000 |
| Public-Institutional Holders | 1234 | 0 | 0.00 | 0 | 0 | 0 | 0.00000 | 0.00000 | 0.00000 |
| Public-Others | 1887136 | 54521 | 2.89 | 54440 | 0 | 75 | 99.85143 | 0.01100 | 0.13756 |
| Total | 4750000 | 2894401 | 60.93 | 2894320 | 0 | 75 | 99.99720 | 0.00021 | 0.00259 |

RESOLUTION NO.3 (Ordinary)

Appointment of Mr. S Bafna as Director who retire by rotation and offer himself for re-appointment

| Promoters/Public | No. of Shares held | No. of Votes polled | % of Votes Polled on Outstanding Shares | No. of Votes in favour | No. of Shares Against | No. of Votes Invalid | % of Votes in favour on Votes Polled | % of Votes against on Votes Polled | % of Votes on invalid Votes |
|-------------------------------|--------------------|---------------------|---|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|-----------------------------|
| | 1 | 2 | 3=2*1*100 | 4 | 5 | 6 | 7=4/2*100 | 8=5/2*100 | 9=6/2*100 |
| Promoters and Promoters Group | 2861630 | 2839880 | 99.24 | 2839880 | 0 | 0 | 100.00000 | 0.00000 | 0.00000 |
| Public-Institutional Holders | 1234 | 0 | 0.00 | 0 | 0 | 0 | 0.00000 | 0.00000 | 0.00000 |
| Public-Others | 1887136 | 54521 | 2.89 | 54440 | 0 | 75 | 99.85143 | 0.01100 | 0.13756 |
| Total | 4750000 | 2894401 | 60.93 | 2894320 | 0 | 75 | 99.99720 | 0.00021 | 0.00259 |

RESOLUTION NO.4 (Ordinary)

Appointment of M/s O. P. Sharma & Associates Chartered Accountants Kolkata from the conclusion of this AGM till the conclusion of the next Annual General Meeting

| Promoters/Public | No. of Shares held | No. of Votes polled | % of Votes Polled on Outstanding Shares | No. of Votes in favour | No. of Shares Against | No. of Votes Invalid | % of Votes in favour on Votes Polled | % of Votes against on Votes Polled | % of Votes on invalid Votes |
|-------------------------------|--------------------|---------------------|---|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|-----------------------------|
| | 1 | 2 | 3=2*1*100 | 4 | 5 | 6 | 7=4/2*100 | 8=5/2*100 | 9=6/2*100 |
| Promoters and Promoters Group | 2861630 | 2839880 | 99.24 | 2839880 | 0 | 0 | 100.00000 | 0.00000 | 0.00000 |
| Public-Institutional Holders | 1234 | 0 | 0.00 | 0 | 0 | 0 | 0.00000 | 0.00000 | 0.00000 |
| Public-Others | 1887136 | 54521 | 2.89 | 54440 | 0 | 75 | 99.85143 | 0.01100 | 0.13756 |
| Total | 4750000 | 2894401 | 60.93 | 2894320 | 0 | 75 | 99.99720 | 0.00021 | 0.00259 |

2

Agriculture Division : Ramnagar-742 163, Dist. Murshidabad [West Bengal], Phone : Saktipur (03482) 242233
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SPECIAL BUSINESS

RESOLUTION NO.5 (Ordinary)

Appointment of Mrs. Sulekha Dutta as Director

| Promoters/Public | No. of Shares held | No. of Votes polled | % of Votes Polled on Outstanding Shares | No. of Votes in favour | No. of Shares Against | No. of Votes invalid | % of Votes in favour on Votes Polled | % of Votes against on Votes Polled | % of Votes on invalid Votes |
|-------------------------------|--------------------|---------------------|---|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|-----------------------------|
| | 1 | 2 | 3=2/1*100 | 4 | 5 | 6 | 7=4/2*100 | 8=5/2*100 | 9=6/2*100 |
| Promoters and Promoters Group | 2861630 | 2839880 | 99.24 | 2839880 | 0 | 0 | 100.00000 | 0.00000 | 0.00000 |
| Public Institutional Holders | 1234 | 0 | 0.00 | 0 | 0 | 0 | 0.00000 | 0.00000 | 0.00000 |
| Public Others | 1887136 | 54521 | 2.89 | 54440 | 6 | 75 | 99.85143 | 0.01100 | 0.13756 |
| Total | 4750000 | 2894401 | 60.93 | 2894320 | 6 | 75 | 99.99720 | 0.00021 | 0.00259 |

RESOLUTION NO.6 (Special)

Authorisation of Board of Directors to sell company's properties other than sugar mill

| Promoters/Public | No. of Shares held | No. of Votes polled | % of Votes Polled on Outstanding Shares | No. of Votes in favour | No. of Shares Against | No. of Votes invalid | % of Votes in favour on Votes Polled | % of Votes against on Votes Polled | % of Votes on invalid Votes |
|-------------------------------|--------------------|---------------------|---|------------------------|-----------------------|----------------------|--------------------------------------|------------------------------------|-----------------------------|
| | 1 | 2 | 3=2/1*100 | 4 | 5 | 6 | 7=4/2*100 | 8=5/2*100 | 9=6/2*100 |
| Promoters and Promoters Group | 2861630 | 2839880 | 99.24 | 2839880 | 0 | 0 | 100.00000 | 0.00000 | 0.00000 |
| Public Institutional Holders | 1234 | 0 | 0.00 | 0 | 0 | 0 | 0.00000 | 0.00000 | 0.00000 |
| Public Others | 1887136 | 54521 | 2.89 | 54440 | 6 | 75 | 99.85143 | 0.01100 | 0.13756 |
| Total | 4750000 | 2894401 | 60.93 | 2894320 | 6 | 75 | 99.99720 | 0.00021 | 0.00259 |

Note: All the aforesaid resolutions were passed with requisite majority

For Khaitan (India) Limited

S. Bafna
Executive Director
D.N. 00127681

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Registered Office: 46C, J.L. Nehru Road, Kolkata-700 071

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 30th September, 2015 at Bharatiya Bhasha Parishad, 36-A Shakespeare Sarani, 4th 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 5th September, 2015 whose name appeared in the Register of Members/list of Beneficial Owners as on 28th August, 2015.
- b. The remote e-voting period remained open from 9.00 A.M. on Saturday, 26th September, 2015 up to 6.00 P.M. on Tuesday, 29th September, 2015.



- c. The Shareholders holding shares as on the "cut off" date, i.e. 23rd 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 30th 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 28th 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, 30th 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 31st 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.

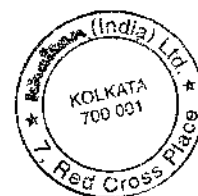
| | <u>Remote e-voting</u> | | <u>Voting at AGM</u> | | <u>Consolidated voting result</u> | | |
|-----------------------------------|-------------------------|---------------------------------|--|---------------------------------|-----------------------------------|---------------------------------------|---|
| | 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

| | <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 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

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



For and on behalf of
khaitan (India) Limited
[Signature]
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 in our presence on Wednesday, 30th September 2015.

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

Abhishek Chakraborty
Abhishek Chakraborty
Address: FD-9/6A Laxmi Apartment
Vidyasagaripalli
Baguairhati
Kolkata-700059