

September 07, 2018

To
The Manager
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 540775

To
The Manager
The Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai – 400 0051
Scrip Symbol: KHADIM

Dear Sir/Madam,

Subject: Consolidated Scrutinizer's Report of the 37th Annual General Meeting (AGM) of the Company

With reference to the captioned subject, please find enclosed herewith the consolidated Scrutinizer's Report submitted by Mr. A.K. Labh, Practicing Company Secretary (FCS- 4848 / CP - 3238) for the remote e-voting and voting through electronic means at the venue of the AGM in respect of the business transacted at the 37th Annual General Meeting of the Members of Khadim India Limited held on Thursday, September 06, 2018 at 11.30 a.m. at 'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700 017, in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended).

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Khadim India Limited**



Abhijit Dan
Company Secretary & Head - Legal
Membership No.:A21358

Encl: As above

KHADIM INDIA LIMITED

REGD. OFFICE : 'KANKARIA ESTATE', 5TH FLOOR, 6, LITTLE RUSSELL STREET
KOLKATA-700 071, INDIA, Tel No. + 91-33-4009 0501, Fax No. + 91-33-4009 0500
E-mail : frontoffice@khadims.com; Website : www.khadims.com
CIN : L19129WB1981PLC034337



CONSOLIDATED SCRUTINIZER'S REPORT

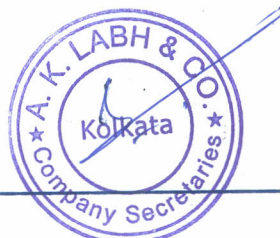
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 37th Annual General Meeting of
Khadim India Limited
Kankaria Estate, 5th Floor
6, Little Russell Street
Kolkata - 700071
West Bengal**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 37th Annual General Meeting (AGM) of the members of “**Khadim India Limited**” (“*Company*”) held on Thursday, 6th September, 2018 at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700017 at 11:30 A.M. for the purpose of scrutinizing the remote e-voting and voting through electronic means at the venue of the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through electronic means at the venue of the AGM on the resolutions contained in the Notice of the Annual General Meeting dated 11th May, 2018. My responsibility as a scrutinizer for the remote e-voting and voting through electronic means at the venue of the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through electronic means at the venue of the AGM as provided by NSDL.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

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I submit my report as under:

1. The remote e-voting period remained open from 9:00 A.M. IST on Monday, the 3rd September, 2018 up to 5.00 P.M. IST on Wednesday, the 5th September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 30th August, 2018 were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the Notice dated 11th May, 2018 of the Annual General Meeting of the Company.
3. The Company has also provided electronic voting system at the venue of the Annual General Meeting to enable the shareholders to cast the votes in case the same has not been casted by them through remote e-voting.
4. The votes were unblocked on Thursday, the 6th September, 2018 around 2:50 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
5. The combined result of the remote e-voting [EVEN : 108891] and votes casted through electronic means at the venue of the AGM are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	104	15079046	
E-Voting at AGM Venue	87	453	
Total	191	15079499	99.9995%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	31	
E-Voting at AGM Venue	2	40	
Total	5	71	0.0005%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**b) Resolution 2**

To declare a dividend of Re. 1/- per Equity Share of face value of Rs. 10/- each for the financial year ended March 31, 2018

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	86	15078688	
E-Voting at AGM Venue	87	453	
Total	173	15079141	99.9997%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	
E-Voting at AGM Venue	2	40	
Total	3	41	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**c) Resolution 3**

To appoint a Director in place of Mr. Siddhartha Roy Burman (DIN: 00043715), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	86	15078688	
E-Voting at AGM Venue	87	453	
Total	173	15079141	99.9997%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	
E-Voting at AGM Venue	2	40	
Total	3	41	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**d) Resolution 4 : Ordinary Resolution**

To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.: 302009E) as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	86	15078688	
E-Voting at AGM Venue	87	453	
Total	173	15079141	99.9997%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	
E-Voting at AGM Venue	2	40	
Total	3	41	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



 **SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution****Appointment of Mr. Ritoban Roy Burman (DIN: 08020765) as a Director (Non-Executive, Non-Independent) of the Company****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	81	14135541	
E-Voting at AGM Venue	87	453	
Total	168	14135994	93.7451%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	943148	
E-Voting at AGM Venue	2	40	
Total	8	943188	6.2549%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**f) Resolution 6 : Ordinary Resolution****Appointment of Ms. Namrata Ashok Chotrani (DIN: 00390845) as a Director (Non Executive, Non-Independent) of the Company****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	85	15078681	
E-Voting at AGM Venue	87	453	
Total	172	15079134	99.9997%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	
E-Voting at AGM Venue	2	40	
Total	3	41	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**g) Resolution 7 : Ordinary Resolution*****Appointment of Mr. Alok Chauthmal Churiwala (DIN: 02043221) as an Independent Director******(i) Voted in favour of the Resolution:***

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	85	15078681	
E-Voting at AGM Venue	87	453	
Total	172	15079134	99.9997%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	
E-Voting at AGM Venue	2	40	
Total	3	41	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**h) Resolution 8 : Ordinary Resolution****Payment of Commission to Non-Executive Directors of the Company****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	80	15078581	
E-Voting at AGM Venue	86	433	
Total	166	15079014	99.9990%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	88	
E-Voting at AGM Venue	3	60	
Total	9	148	0.0010%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**i) Resolution 9 : Ordinary Resolution**

**Payment of Commission to Mr. Siddhartha Roy Burman (DIN: 00043715),
Chairman & Managing Director of the Company**

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	79	15078573	
E-Voting at AGM Venue	86	433	
Total	165	15079006	99.9990%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	96	
E-Voting at AGM Venue	3	60	
Total	10	156	0.0010%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**j) Resolution 10 : Special Resolution****Ratification of Khadim Employee Stock Option Plan 2017 ("ESOP 2017"/ "Plan")****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	55	13719099	
E-Voting at AGM Venue	87	453	
Total	142	13719552	95.9388%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	580717	
E-Voting at AGM Venue	2	40	
Total	7	580757	4.0612%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**k) Resolution 11 : Special Resolution**

Ratification for Grant of Employee Stock Options to the employees of the existing / future Subsidiary Company(ies) and / or Holding Company(ies) under ESOP 2017

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	57	13719139	
E-Voting at AGM Venue	87	453	
Total	144	13719592	95.9389%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	580717	
E-Voting at AGM Venue	2	40	
Total	7	580757	4.0611%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**I) Resolution 12 : Special Resolution*****Alteration of Main Object Clause of the Memorandum of Association of the Company******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	83	15078628	
E-Voting at AGM Venue	87	453	
Total	170	15079081	99.9995%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	41	
E-Voting at AGM Venue	2	40	
Total	5	81	0.0005%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

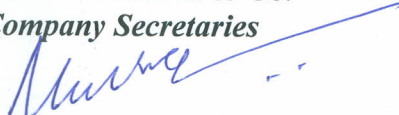
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

6. All the resolutions proposed hereinabove have been passed with requisite majority.
7. The remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 07-09, 2018

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

2. *Priya Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane
Kolkata – 700007



Received the Report of the Scrutinizer
For Khadim India Limited

Abhijit Dan
7/9/18

(Abhijit Dan)

Company Secretary &
Head - Legal

A-21358