

**khaitan electricals limited**

A-13, Co-Operative Industrial Estate, Balanagar, Hyderabad-500 037.

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CIN : L31909AP1975PLC001949
29 September 2016

REF:KEH:SEC:050:2015-16

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

Ref: BSE Security Code:504269, NSE Symbol:KHAITANELE**Sub: Voting Results at 40th Annual General Meeting held on 28th September, 2016 under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find below details of the voting results at the 40th Annual General Meeting of the company held on 28th September, 2016, in the prescribed format pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	28 th September, 2016
Total number of Share Holders on Record Date (i.e. 21 September, 2016 - Cut-off date for Remote E voting purpose and Poll at AGM)	19147
No. of Shareholders present in the meeting either in person or through proxy:	
(i) Promoter and Promoter Group	15
(ii)Public	45
No. Of Shareholders attended the meeting through Video Conferencing:	
(i) Promoter and Promoter Group	Not applicable
(ii)Public	Not Applicable

The mode of Voting for all the resolutions was Remote e - Voting and poll conducted at the AGM. The Resolution wise combined Results of Remote e voting and poll are provided in Annexure-A. We are also enclosing the Consolidated Scrutinizer's Report on Remote e-Voting and Poll Conducted at the AGM.

Thanking You,

For Khaitan Electricals Limited


(Sajjan Dabriwal)
Director



Details of Agenda		Resolution No 1- To receive, consider and adopt the audited Financial Statements for the year ended on 31 March 2016 together with the reports of the Directors and Auditors thereon.						
Resolution required		Ordinary						
Whether promoter / promoter group are interested in the agenda / resolution		No						
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 Vote in Favor (4)	No. Of Votes Against (5)	% of Votes In favor of Votes polled (6) = $\{(4)/(2)\} * 100$	% of Votes In against of Votes polled (7) = $\{(5)/(2)\} * 100$
Promoter and Promoter Group	E-Voting	6344208	6172188	97.29	6172188	0	100	0
	Poll		122020	1.92	122020	0	100	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	6344208	6294208	99.21	6294208	0	100	0
Public Institutions	E-Voting	275256	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total	275256	0	0.00	0	0	0	0
Public Non Institutions	E-Voting	4880536	640822	13.13	640772	50	99.99	0.01
	Poll		1233441	25.27	1233441	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4880536	1874263	38.40	1874213	50	100.00	0.00
Total	Total	11500000	8168471	71.03	8168421	50	100.00	0.00



Resolution No 2- To appoint a Director in place of Mr. Sajjan Dabirwal (DIN No. 00215294) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary

Resolution required		No							
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)= $\frac{(2)}{(1)} \times 100$	No. Of Vote in Favor (4)	No. Of Votes Against (5)	% of Votes In favor of Votes polled $\frac{(6)}{[(4)+(2)]} \times 100$	% of Votes In against of Votes polled $\frac{(7)}{[(5)+(2)]} \times 100$	
Promoter and Promoter Group	E-Voting	6344208	6172188	97.29	6172188	0	100	0	
	Poll		122020	1.92	122020	0	100	0	
	Postal Ballot (if)		0	0.00	0	0	0	0	
	Total	6344208	6294208	99.21	6294208	0	100	0	
Public Institutions	E-Voting	275256	0	0.00	0	0	0	0	
	Poll		0	0.00	0	0	0	0	
	Postal Ballot (if)		0	0.00	0	0	0	0	
	Total	275256	0	0.00	0	0	0	0	
Public Non Institutions	E-Voting	4880536	640822	13.13	640072	750	99.88	0.12	
	Poll		1233441	25.27	1233441	0	100	0	
	Postal Ballot (if)		0	0.00	0	0	0	0	
	Total	4880536	1874263	38.40	1873513	750	99.96	0.04	
Total		11500000	8168471	71.03	8167721	750	99.99	0.01	





Details of Agenda		Resolution No 3-To appoint M/s. V.S. Rao & Co. Chartered Accountants, Hyderabad and M/s. G. P. Agrawal & Co. Chartered Accountants, Kolkata as Joint Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and fix their remuneration.						
Resolution required		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution		No						
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 Vote in Favor (4)	No. Of Votes Against (5)	% of Votes In favor of Votes polled (6)=[(4)/(2)]*100	% of Votes In against of Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6344208	6172188	97.29	6172188	0	100	0
	Poll		122020	1.92	122020	0	100	0
	Postal Ballot (if)		0	0.00	0	0	0	0
	Total	6344208	6294208	99.21	6294208	0	100	0
Public Institutions	E-Voting	275256	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if)		0	0.00	0	0	0	0
	Total	275256	0	0.00	0	0	0	0
Public Non Institutions	E-Voting	4880536	640822	13.13	640072	750	99.88	0.12
	Poll		1233441	25.27	1233441	0	100	0
	Postal Ballot (if)		0	0.00	0	0	0	0
	Total	4880536	1874263	38.40	1873513	750	99.96	0.04
Total		11500000	8168471	71.03	8167721	750	99.99	0.01

Details of Agenda

Resolution No 4- Reappointment of Mr. Sunil K. Khaitan as Chairman and Managing Director for a period of three years with effect from 01 November 2016.

Resolution required	Whether promoter/ promoter group are interested in the agenda/resolution	Special							
		Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding Shares(3) = $\frac{(2)}{(1)} \times 100$	No. Of Vote in Favor (4)	No. Of Votes Against (5)	% of Votes In favor of Votes polled $(6) = \frac{(4)}{(2)} \times 100$	% of Votes In against of Votes polled $(7) = \frac{(5)}{(2)} \times 100$	
Promoter and Promoter Group	E-Voting	6344208	6172188	97.29	6172188	0	100	0	
	Poll		122020	1.92	122020	0	100	0	
	Postal Ballot (if)		0	0.00	0	0	0	0	
	Total	6344208	6294208	99.21	6294208	0	100	0	
Public Institutions	E-Voting	275256	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0	0	
	Postal Ballot (if)		0	0.00	0	0	0	0	
	Total	275256	0	0.00	0	0	0.00	0.00	
Public Non Institutions	E-Voting	4880536	640822	13.13	639776	1046	99.84	0.16	
	Poll		1233441	25.27	1233441	0	100	0	
	Postal Ballot (if)		0	0.00	0	0	0	0	
	Total	4880536	1874263	38.40	1873217	1046	99.94	0.06	
Total		11500000	8168471	71.03	8167425	1046	99.99	0.01	



Details of Agenda		Resolution No 5- Ratification of remuneration payable to M/s. Prasad & Company, appointed as Cost Auditors of the Company for Financial Year 2016-17.									
Resolution required		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution		No									
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 Vote in Favor (4)	No. Of Votes Against (5)	% of Votes In favor of Votes polled (6)=[(4)/(2)]*100	% of Votes In against of Votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	6344208	6172188	97.29	6172188	0	100	0			
	Poll		122020	1.92	122020	0	100	0			
	Postal Ballot (if)		0	0.00	0	0	0	0			
	Total	6344208	6294208	99.21	6294208	0	100	0			
Public Institutions	E-Voting	275256	0	0.00	0	0	0.00	0.00			
	Poll		0	0.00	0	0	0	0			
	Postal Ballot (if)		0	0	0	0	0	0			
	Total	275256	0	0.00	0	0	0.00	0.00			
Public Non Institutions	E-Voting	4880536	640822	13.13	639776	1046	99.84	0.16			
	Poll		1233441	25.27	1233441	0	100	0			
	Postal Ballot (if)		0	0.00	0	0	0	0			
	Total	4880536	1874263	38.40	1873217	1046	99.94	0.06			
Total		11500000	8168471	71.03	8167425	1046	99.99	0.01			

As per the consolidated report of Remote E-voting and poll conducted at the AGM on item No. 1-5 of the notice to the AGM, all the resolutions were passed with the requisite Majority

For Khaitan Electricals Limited

(Sajjan Desrivra)
Director



Consolidated Scrutinizer's Report

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

To,
The Chairman of 40th Annual General Meeting
Khaitan Electricals Limited
A-13, Co-operative Industrial Estate
Balanagar, Hyderabad- 500037
Telangana

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 40th Annual General Meeting held on 28 September 2016.

I, Ashish Kumar Gaggar, Company Secretary in Practice has been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the remote e-voting process and ballot voting (Poll) carried out by the company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for passing of the Resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of 40th Annual General Meeting (AGM) of the shareholders of the Company dated **12 August 2016**.

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and voting through ballot process (Poll) conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast in "**favour**" or "**against**" the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by CDSL, the agency engaged by the company to provide remote e-voting facility for e-voting and poll conducted at the AGM.



2. The Notice dated **12 August 2016** along with Statement setting out material facts under Section 102 of the Companies Act, 2013 was dispatched to the Shareholders through courier post on **Friday, 02 September 2016** and through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on **Friday, 02 September 2016**. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, 26 August 2016**.
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing remote e-voting facility in Business Standard (English Newspaper) and Andhra Prabha (Telugu News Paper) on **Saturday, 03 September 2016**.
4. In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (four) days from **Saturday, 24 September 2016 (9:00 A.M.) to Tuesday, 27 September 2016 (5:00 P.M.)**.
5. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. **Wednesday, 21 September 2016**.
6. The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who have not already casted their vote by Remote- E voting exercised their right to vote at the meeting through ballot papers.
7. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence and the members who were present
8. The locked ballot box was subsequently opened in my presence and in the presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of Ms. Neha P and Mr. Prasad R who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Neha P


Prasad R

10. I did not find any poll papers invalid.
11. Summary of the remote e-voting and poll are as follows:





Resolution No. 1: ORDINARY RESOLUTION

To receive, consider and adopt the audited Financial Statements for the year ended on 31 March 2016 together with the reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	23	1355461	16.59
Remote E-voting	37	6812960	83.41
Total	60	8168421	100.00

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0.00
Remote E-voting	2	50	Negligible
Total	2	50	Negligible

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	Nil	Nil
Remote E-voting	Nil	Nil
Total	Nil	Nil

Resolution No. 2: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Sajjan Dabriwal (DIN No. 00215294) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	23	1355461	16.59
Remote E-voting	36	6812260	83.40
Total	59	8167721	99.99



Sajjan Dabriwal

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0.00
Remote E-voting	3	750	0.01
Total	3	750	0.01

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	Nil	Nil
Remote E-voting	Nil	Nil
Total	Nil	Nil

Resolution No. 3: ORDINARY RESOLUTION

To appoint M/s. V.S. Rao & Co. Chartered Accountants, Hyderabad and M/s. G.P. Agrawal & Co. Chartered Accountants, Kolkata as Joint Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and fix their remuneration.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	23	1355461	16.59
Remote E-voting	36	6812260	83.40
Total	59	8167721	99.99

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0.00
Remote E-voting	3	750	0.01
Total	3	750	0.01



(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	Nil	Nil
Remote E-voting	Nil	Nil
Total	Nil	Nil

Resolution No. 4: SPECIAL RESOLUTION

Reappointment of Mr. Sunil K. Khaitan as Chairman and Managing Director for a period of three years with effect from 01 November 2016.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	23	1355461	16.59
Remote E-voting	34	6811964	83.40
Total	57	8167425	99.99

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0.00
Remote E-voting	5	1046	0.01
Total	5	1046	0.01

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	Nil	Nil
Remote E-voting	Nil	Nil
Total	Nil	Nil



Resolution No. 5: ORDINARY RESOLUTION

Ratification of remuneration payable to M/s. Prasad & Company, appointed as Cost Auditors of the Company for Financial Year 2016-17.

(i) Voted in favour of the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	23	1355461	16.59
Remote E-voting	34	6811964	83.40
Total	57	8167425	99.99

(ii) Voted against the resolution

Particulars	No of members voted	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	0	0	0.00
Remote E-voting	5	1046	0.01
Total	5	1046	0.01

(iii) Invalid Votes

Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at AGM	Nil	Nil
Remote E-voting	Nil	Nil
Total	Nil	Nil

The register, all other papers and relevant records relating to remote e-voting and Poll will remain in my safe custody until the chairman considers, approves and sign the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company authorized person for safe Keeping.

Thanking you,
Yours faithfully



Ashish Kumar Gaggar
Company Secretary in Practice

FCS : 6687

CP No. : 7321

Place: Hyderabad

Date: 29 September 2016

For Khaitan Electricals Limited

Sajjan Dabriwal
Chairman of the 40th Annual General Meeting
(DIN: 00215294)