



khaitan (India) Limited

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CIN No. L10000WB1936PLC008775

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Ref: KIL/SE/
7th October, 2015

✓ The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor.
Plot No. C/1, G - Block
Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051

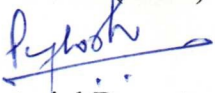
The Secretary
Bombay Stock Exchange Limited
Floor 25, F J Towers
Dalal Street
Mumbai - 400 001

Dear Sir,

Please find enclosed herewith the Xerox copy of Minutes of 78th Annual General Meeting of Khaitan (India) Limited which was held at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, 4th floor, Kolkata 7000107 on Monday the 30th September, 2015 for your ready reference and records..

Thanking you,

Yours faithfully,
For Khaitan (India) Ltd


Secretarial Department

Encl as stated

MINUTES OF THE 78TH ANNUAL GENERAL MEETING OF KHAITAN (INDIA) LIMITED
HELD AT BHARATIYA BHASA PARISHAD, 36-A, SHAKESPEARE SARANI, 4TH
FLOOR, KOLKATA-700017 ON MONDAY, THE 30TH SEPTEMBER, 2015 AT 2.00 P.M.

DIRECTOR'S PRESENT : DR. V.K. RUNGTA
MR. S BAFNA
MRS. SULEKHA DUTTA

MEMBER'S PRESENT : IN PERSON – 130
PROXY – 35

The Chairman of the Board Mr. Sunil Krishna Khaitan not being present after waiting for 15 minutes Dr. V K Rungta was voted to the Chair.

More than 5 members being present, he called the meeting to order.

The Chairman delivered his speech in brief and apprised the members about the working of the Company.

With the permission of members the Notice dated 29th May, 2015 convening the 78th Annual General Meeting and the Directors' Report were taken as read. The Chairman then proceeded with the business.

The Register of Directors' Shareholding was kept open and accessible to all persons, having right to attend the meeting, during the continuation of meeting.

The Auditors' Report dated 29th May 2015 was read by Mrs Sulekha Dutta, Director cum Company Secretary.

Few shareholders raised certain queries which were replied by the Chairman of the meeting.

ORDINARY BUSINESS

RESOLUTION NO. 1 :

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with Directors' and the Auditors' Report thereon be and are hereby received, approved and adopted".

As per E-voting & Ballot Voting Results: In favour 99.99737%, against 0.00021% and invalid vote 0.00242%


Passed by majority.

RESOLUTION NO. 2 :

"RESOLVED THAT Mr. Sunil Krishna Khaitan (DIN-00127698), who retires by rotation and is eligible for re-election be and is hereby re-elected a Director of the Company liable to retire by rotation".

As per E-voting & Ballot Voting Results: In favour 99.99720%, against 0.00021% and invalid vote 0.00259%

Passed by majority.



RESOLUTION NO. 3 :

"RESOLVED THAT Mr. Surendra Bafna (DIN 00127681) who retires by rotation and is eligible for re-election be and is hereby re-elected a Director of the Company liable to retire by rotation".

As per E-voting & Ballot Voting Results: In favour 99.99720%; against 0.00021% and invalid vote 0.00259%

Passed by majority.

RESOLUTION NO. 4 :

"RESOLVED THAT M/s. O P Sharma & Associates, Chartered Accountants be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and are hereby authorized to appoint/re-appoint various branch auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration".

As per E-voting & Ballot Voting Results: In favour 99.99720%; against 0.00021% and invalid vote 0.00259%

Passed by majority.

SPECIAL BUSINESS

RESOLUTION NO. 5 :

"RESOLVED THAT pursuant to Section 149 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) with Schedule IV of the Company's Act 2013 Mrs. Sulekha Dutta (DIN 07114240) be and is hereby appointed as a Director of the Company whose candidature has been proposed by a member together with requisite deposit under Section 160 of the Companies Act, 2013"

As per E-voting & Ballot Voting Results: In favour 99.99720%; against 0.00021% and invalid vote 0.00259%

Passed by majority.

RESOLUTION NO. 6 :

"RESOLVED THAT the Board of Directors be and is hereby authorized to sale Company's properties other than sugar mill to pay off the liabilities of the Company"

As per E-voting & Ballot Voting Results: In favour 99.99720%; against 0.00021% and invalid vote 0.00259%

Passed by majority.

The Chairman thanked the members for their support and co-operation and the meeting was terminated thereafter with a vote of thanks to the Chair.


Chairman