



N. K. & Associates

Company Secretaries

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To

The Chairman

Khaitan (India) Limited

46C, Jawahar Lal Nehru Road,

Kolkata- 700 071

**SUB: COMBINED REPORT OF SCRUTINIZER FOR E-VOTING AND BALLOT
PAPER**

Dear Sir,

1. I, Mr. Navin Kothari, Proprietor of M/s N.K. & Associates, Practicing Company Secretaries have been appointed by the Board of Directors of Khaitan (India) Limited (The Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process along with Ballot forms, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolution") of the Extra Ordinary General Meeting of the members of the Company, held on 27th May, 2015 at 11.00 a.m. at Bhartiya Bhasha Parishad, 364, Shakespeare Sarani, Kolkata – 70001 which was as follows:

| Sl. No. | Description of the resolution | Type of Resolution |
|---------|--|---------------------|
| 1 | RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as-amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s O. P Sharma & Associates, Chartered Accountants, Kolkata be and are hereby appointed-as Statutory Auditors of the Company for the financial year 2014-15 to fill the causal vacancy caused by the resignation of M/s Chaturvedi & Co. Chartered Accountants until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with auditors. | Ordinary Resolution |



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 whose name appeared in the Register of Members/list of Beneficial Owners as on 27th April, 2015.
- b. The E Voting period remained open from 9.00 A.M. on Sunday, 24th May, 2015 up to 5.00 P.M. on Tuesday, 26th May, 2015.
- c. The members of the Company as on the cut-off date i.e. Wednesday, 20th May, 2015, were entitled to vote on the resolution as set out in the notice of the Extra Ordinary 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 27.05.2014 in my presence and in the presence of two witnesses, namely, Mr. Avinash Gupta, and Mrs. Savitri Rao 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 20th May, 2015.
- f. I have not found any defaced/mutilated ballot form.
- g. The Ballot Papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- h. The votes through e-voting were unblocked on Wednesday, 27th May, 2015 around 01.00 P.M. in the presence of two witnesses, namely, Mr. Avinash Gupta, and Mrs. Savitri Rao who are not in employment of the Company.
- i. I have also received a complete record of votes cast by electronic mode from **Central Depository Services (India) Limited** (CDSL) the agency for providing and supervising electronic platform after it was closed by CDSL.

3. Details of Ballot forms received

| Total Number of Ballot forms received | No. of Equity shares |
|---------------------------------------|----------------------|
| 77 | 379 |



| Resolution No. | Total Number of Ballot forms rejected due to reason specified in Annexure 1A. | No. of Equity shares |
|------------------|---|----------------------|
| Resolution No. 1 | 9 | 71 |

4. The resolution wise, ballot form, considered to be valid is as under:

| Resolution No. | Total Number of Ballot forms considered valid | No. of Equity shares | |
|------------------|---|----------------------|---------|
| | | VOTED | ABSTAIN |
| Resolution No. 1 | 68 | 262 | 46 |

5. On a Scrutiny of all the valid ballot forms, I report to you the result of the ballot as under:

| Resolution No. | FOR | | AGAINST | | TOTAL | |
|------------------|----------------------|--------|----------------------|-------|---------------------|--------|
| | No. of Equity shares | % | No. of Equity shares | % | No of Equity Shares | % |
| Resolution No. 1 | 253 | 96.564 | 9 | 3.435 | 262 | 100.00 |

6. Details of voting by electronic mode, as received from CDSL is as follows:

| Resolution No. | Total Number of Shareholders who have cast their vote | No. of Equity shares |
|------------------|---|----------------------|
| Resolution No. 1 | 21 | 2898140 |

| Resolution No. | Total Shareholders who had voted with Physical ballot form and electronic form and hence considered not valid for reason specified in Annexure 1B. | No. of Equity shares |
|------------------|--|----------------------|
| Resolution No. 1 | NIL | NIL |



| Resolution No. | Total Number of Shareholders whose vote is considered not valid for reason mentioned in Annexure 1B. | No. of Equity shares |
|------------------|--|----------------------|
| Resolution No. 1 | 4 | 2139754 |

| Resolution No. | Total Number of Shareholders whose vote is considered valid | No. of Equity shares |
|------------------|---|----------------------|
| Resolution No. 1 | 17 | 758386 |

7. I report to you the result of the voting by electronic mode is as under:

| Resolution No. | FOR | | AGAINST | |
|------------------|------------------------|----------------------|------------------------|----------------------|
| Resolution No. | Number of shareholders | No. of Equity shares | Number of shareholders | No. of Equity shares |
| Resolution No. 1 | 17 | 758386 | NIL | NIL |

8. The aggregate of the votes of the physical ballot forms and the voting by electronic mode is as under:

| Resolution No. | FOR | | AGAINST | | TOTAL | |
|--------------------------|----------------------|--------|----------------------|-------|----------------------|--------|
| Ballot + Electronic mode | No. of Equity shares | % | No. of Equity shares | % | No. of Equity shares | % |
| Resolution No. 1 | 758639 | 99.999 | 9 | 0.001 | 758648 | 100.00 |

RESULTS:-

As the number of votes cast in favour of the Resolution No. 1 i.e. 99.999% is more than the number of votes cast against i.e. 0.001%, I report that the Ordinary Resolution as per the Notice dated 27th April, 2015 have been passed by the shareholders of the company with requisite majority.



I further report that as per the said rules the records maintained by me including the register recording the consent or otherwise received from the shareholders, voting through ballot, which includes all the particulars of the shareholders such as the name, folio number/DP ID/Client ID, number of shares held, number of shares voted and number of shares **For** , number of shares **Against**, number of shares **Rejected**, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairperson approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a scrutinizer for the Ballot cum e voting.

Thanking You

Yours faithfully

N. K. & ASSOCIATES
Company Secretaries

Navin Kothari

NAVIN KOTHARI
Proprietor
C.P. 3725

Dated: 29.05.2015

Place: Kolkata



ANNEXURE-1

BASIS FOR CONSIDERING THE VOTE AS NOT VALID

A. BALLOT FORM

1. Shareholder has not put any tick mark on either assent or dissent
2. Ballot Form is not signed.
3. Specimen signature of the share holder with the registrar and share transfer agent differs materially with that of the signature in ballot forms.
4. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
5. In case where a ballot form has been signed by authorised signatory/power of attorney holder and certified true copy of Board resolution/power of attorney/letter of authority together with attested specimen signatures of the duly authorised signatory not attached with the ballot form or the board resolution does not contain power to the authorised signatory to vote on behalf of the ultimate principal.
6. Shareholder has written number of shares in one column and has marked a tick in the other column.
7. Shareholder has not fill up no. of shares and tick mark at proper place or has wrongly fill up no. of shares.
8. Shareholder has voted by Ballot form and e voting both, then voting done through e voting has been considered valid and ballot form has been treated as invalid.
9. Shareholder has filled up wrong name or has not filled up correctly.

B. VOTING THROUGH ELECTRONIC MODE

10. In case where e voting has been done by Institutional shareholders (i.e. other than individuals, HUF, NRI etc) and required copy of the relevant Board Resolution/Authority letter etc with attested specimen signature of the duly authorized signatory(ies) has not been received.

