

**REPORT OF SCRUTINIZER
[E - VOTING]**

To
The Chairman
Khaitan (India) Limited
46C, Jawahar Lal Nehru Road ,
Kolkata- 700 071

Dear Sir,

I, Navin Kothari, Proprietor of N K & Associates, Company Secretaries, Kolkata, was appointed as Scrutinizer for the 77th Annual General Meeting of the shareholders of Khaitan (India) Limited for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The E Voting period remained open from 9.00 A.M. on Monday, 22nd September, 2014 up to 8.00 P.M. on Wednesday, 24th September, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. 29th August, 2014 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice of the 77th Annual General Meeting of Khaitan (India) Limited.
3. The votes were unblocked on Thursday, 25th September, 2014 around 11.30A.M. in the presence of two witnesses, namely, Mr. Avinash Gupta, and Ms. Shuvam Verma who are not in employment of the Company.

They have signed below in confirmation of the votes being blocked in their presence.

Avinash Gupta
Avinash Gupta

Shuvam
Shuvam Verma



4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the E Voting website Central Depository Securities Limited (CDSL).

5. The result of the e-voting is as under:

a) Resolution 1

To receive, consider and adopt the audited Balance sheet as at March 31, 2014, the statement of Profit & Loss for the year ended on that date and the Reports of Directors' and Auditors' thereon

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
49	2837728	99.99996

(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00004

(iii) Invalid votes:

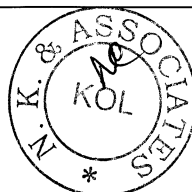
Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

b) Resolution 2

To appoint a Director in place of Mr. Sunil Krishna Khaitan (DIN 00127698), who retires by rotation and being eligible, offers himself for re-election.

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
49	2837728	99.99996



(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00004

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

c) **Resolution 3**

To appoint M/s Chaturvedi & Co. Chartered Accountants as statutory auditors who shall hold office from the conclusion of this Annual General Meeting and till the conclusion of next Annual General Meeting and to fix their remuneration.

(i) Voted in favour of Resolution:

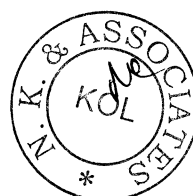
Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
48	2837726	99.99989

(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00011

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



d) Resolution 4

"RESOLVED THAT, in accordance with the applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Surendra Bafna (DIN 00127681) be and is hereby re-appointed as Wholtime Director from 1st April, 2014 to 31st March, 2017 designated as Executive Director on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
47	2837723	99.99979

(ii) Voted against the Resolution:

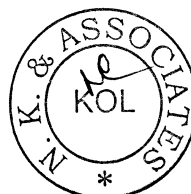
Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	6	0.00021

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

e) Resolution 5

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mahendra Kumar Jalan (DIN 00598710), Non Executive Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and whose term expires at this Annual General Meeting and who has submitted a declaration that he



meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 29, 2014 up to September 28, 2019."

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
47	2837723	99.99979

(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00011

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(iv) Person do not vote:

Number of Members voted through e-voting system	Number of shares for which Do not Vote	% of total number of valid votes cast
1	3	0.00010



f) Resolution 6

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Arun Kumar Kedia (DIN 00502760), Non Executive Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 29, 2014 up to September 28, 2019."

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
47	2837723	99.99979

(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	6	0.00021

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

g) Resolution 7

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Vinod Kumar Rungta (DIN 00087032), Non



Executive Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term upto five consecutive years with effect from September 29, 2014 up to September 28, 2019."

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
48	2837726	99.99989

(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
2	3	0.00011

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

h) Resolution 8

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 30.04.1990, for increasing in borrowing powers of the Board and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to and authority conferred upon the Board of Directors of the Company for borrowing any sum or sums of monies for and on behalf of the Company from time to time from one or more persons, firms, bodies corporate



or bankers or financial institutions or from others by way of advances, deposits, loans, or otherwise withstanding that the sum or sums or monies so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business i.e. loans repayable on demand or within six months from the date of the loan such as short-term cash credit arrangements, the discounting of bills and the issue of other short term loan of seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose so that the total amount up to which the monies may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.50,00,00,000/- (Rupees Fifty Crores only) on account of the principle.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

(i) Voted in favour of Resolution:

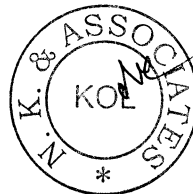
Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
47	2837723	99.99979

(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	6	0.00021

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



i) **Resolution 9**

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier Resolutions passed in this regard, the consent of the members be and is hereby accorded to and authority conferred upon the Board or Directors of the Company to create such mortgages, charges, hypothecations and any other encumbrances, in addition to the existing mortgages, charges, hypothecations and other encumbrances created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible and/or intangible assets, or stock in trade (including raw materials, stores, spare parts and components in stock or in transit) work in progress and debts and advances, claims of the Company whosoever situate, present and future in favour of Indian or Foreign Financial Institutions, Banks, Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise and other lending institution or organization or Body Corporate or such other person from whom the Company has borrowed or proposes to borrow money by way of Term Loan, Working Capital Loans including Fund based and non-fund based limits, External Commercial Borrowings, Commercial Papers or any other financial instrument permitted by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of Agreements entered/ to be entered into within the overall borrowing limit fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard."



(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
47	2837723	99.99979

(ii) Voted against the Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
3	6	0.00021

(iii) Invalid votes:

Total number of numbers whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

6. 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.

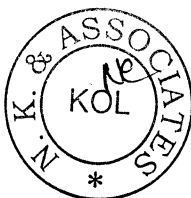
I thank you for the opportunity given to act as a scrutinizer.

Thanking You,

Yours faithfully,
For N. K. & ASSOCIATES
Company Secretaries

Navin Kothari

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



Place: Kolkata
Dated:25.09.2014