



Khaitan CHEMICALS & FERTILIZERS LTD.

CIN : L24219MP1982PLC004937

Apollo Arcade, 3rd Floor, 1/2, Old Palasia, INDORE - 452 018 (M.P.) Phone : 0731-4753666

Fax : 0731-2562572, E-mail : khaitanind@gmail.com Website : www.khaitanchemfert.com



QMS-FM-552859
EMS 552860
OHS 552861

KCFL/2017/749

August 23, 2017

To,
The Department of Corporate Services,
Bombay Stock Exchange Limited,
Floor 25, P. J. Tower, Dalal Street,
Mumbai-400001
corp.relations@bseindia.com

**Sub : E-voting and Ballot Result of Annual General Meeting of the Company held on
22nd day of August, 2017.**

Ref : Scrip Code: 507794.

Dear Sir/Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014, we are enclosing herewith the details of voting results (E-voting and Ballot) of 35th Annual General Meeting of the Company held on 22nd day of August, 2017 at the Registered Office of the Company at A. B. Road, Village Nimrani, Tehsil Kasrawad, Dist. Khargone – 451 569.

Kindly take the same on your record and acknowledge.

Thanking You,

Yours faithfully,
for **KHAITAN CHEMICALS AND FERTILIZERS LIMITED**

KAMLESH JOSHI
(Company Secretary & General Manager)

Enclosed: as above

DETAILS OF VOTING RESULTS

As per clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
the outcome of 35th Annual General Meeting of
KHAITAN CHEMICALS AND FERTILIZERS LIMITED are as follows:

Sr. No.	Particulars	Details
1.	Date of Annual General Meeting	22 nd day of August, 2017
2.	Total No. of Shareholders on Record date/Book closure date	21,634
3.	No. of Shareholders present in Meeting either in person or through proxy: <ul style="list-style-type: none">• Promoters and Promoter Group<ul style="list-style-type: none">- In Person 3- In Proxy NIL• Public:<ul style="list-style-type: none">- In Person 30- In Proxy NIL	
4.	No. of shareholders attended the meeting through Video Conferencing:	Not Applicable

For Khaitan Chemicals & Fertilizers Ltd


Kamlesh Joshi
(Company Secretary & General Manager)

In case of E-Voting/Ballot:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 including the Audited Balance sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date, the cash flow statement for the year ended on that date and Reports of the Board of the Directors' and Auditors' thereon.

Resolution Required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter groups 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 Votes In favour (4)	No. of Votes against (5)	% of votes In favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100.00	72736169	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	72736169	72736169	100.00	72736169	0	100.00	0
Public Institutional Holders	E-Voting	6950	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	6950	0	0	0	0	0	0
Public-non institutions	E-Voting	24246081	174000	0.72	174000	0	100.00	0
	Poll	0	2960	0.01	2960	0	100.00	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	24246081	176960	0.73	176960	0	100.00	0
Total		96989200	72913129	75.18	72913129	0	100.00%	0

For Khaitan Chemicals & Fertilizers Ltd


Kamlesh Joshi
(Company Secretary & General Manager)

2. To declare Final dividend on equity shares of the Company for the year ended on 31st March, 2017.

Resolution Required: (Ordinary/Special)			Ordinary Resolution						
Whether promoter/promoter groups 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 Votes In favour (4)	No. of Votes against (5)	% of votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	72736169	72736169	100.00	72736169	0	100.00	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	Total	72736169	72736169	100.00	72736169	0	100.00	0	
Public Institutional Holders	E-Voting	6950	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	Total	6950	0	0	0	0	0	0	
Public-non institutions	E-Voting	24246081	174000	0.72	174000	0	100.00	0	
	Poll		2960	0.01	2960	0	100.00	0	
	Postal Ballot		0	0	0	0	0	0	
	Total	24246081	176960	0.73	176960	0	100.00	0	
Total		96989200	72913129	75.18	72913129	0	100.00%	0	

For Khaitan Chemicals & Fertilizers Ltd

Kamlesh Joshi

(Company Secretary & General Manager)

3. To appoint a director in place of Shri Utsav Khaitan (DIN: 03021454), who retires by rotation and being eligible offers himself for re-appointment

Resolution Required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter groups 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 Votes In favour (4)	No. of Votes against (5)	% of votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100.00	72736169	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	72736169	72736169	100.00	72736169	0	100.00	0
Public Institutional Holders	E-Voting	6950	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	6950	0	0	0	0	0	0
Public-Others	E-Voting	24246081	174500	0.72	174500	0	100.00	0
	Poll		2960	0.01	2960	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total	24246081	177460	0.73	177460	0	100.00	0
	Total	96989200	72913629	75.18	72913629	0	100.00	0.00

For Khaitan Chemicals & Fertilizers Ltd

Kamlesh Joshi

(Company Secretary & General Manager)

4. To appoint M/s. NSBP & Co., New Delhi as statutory auditors of the Company and fix their remuneration.

Resolution Required: (Ordinary/Special)						Ordinary Resolution					
Whether promoter/promoter groups 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 Votes In favour (4)	No. of Votes against (5)	% of votes In favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	72736169	72736169	100.00	72736169	0	100.00	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot		0	0	0	0	0	0			
	Total	72736169	72736169	100.00	72736169	0	100.00	0			
Public Institutional Holders	E-Voting	6950	0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot		0	0	0	0	0	0			
	Total	6950	0	0	0	0	0	0			
Public-Others	E-Voting	24246081	174000	0.72	168720	5280	96.97	3.03			
	Poll		2960	0.01	2960	0	100.00	0			
	Postal Ballot		0	0	0	0	0	0			
	Total		176960	0.73	171680	5280	97.02	2.98			
Total		96989200	72913129	75.18	72907849	5280	99.99	0.01			

For Khaitan Chemicals & Fertilizers Ltd

Kamlesh Joshi

(Company Secretary & General Manager)

5 To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018

Resolution Required: (Ordinary/Special)							Ordinary Resolution		
Whether promoter/promoter groups 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 Votes in favour (4)	No. of Votes against (5)	% of votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	72736169	72736169	100.00	72736169	0	100.00	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	Total	72736169	72736169	100.00	72736169	0	100.00	0	
Public Institutional Holders	E-Voting	6950	Nil	Nil	Nil	Nil	Nil	Nil	
	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	Total	6950	0	0	0	0	0	0	
Public-Others	E-Voting	24246081	169000	0.70	168720	280	99.83	0.17	
	Poll		2960	0.01	2960	0	100	0	
	Postal Ballot		0	0	0	0	0	0	
	Total	24246081	171960	0.71	171680	280	99.84	0.16	
Total		96989200	72908129	75.17	72907849	280	100.00	0.00	

For Khairan Chemicals & Fertilizers Ltd


Kamlesh Joshi

(Company Secretary & General Manager)



COMBINED SCRUTINIZER'S REPORT

**(VOTING THROUGH REMOTE E-VOTING & POLL AT THE
35TH ANNUAL GENERAL MEETING)**

To,
The Chairman
M/s. Khaitan Chemicals And Fertilizers Limited
(CIN: L24219MP1982PLC004937)
A.B. Road, Village Nimrani,
Tehsil Kasrawad,
Dist. Khargone-451 569 (M.P.)

Sub: Passing of Resolution through remote e-voting and poll conducted at the 35th Annual General Meeting of Khaitan Chemicals And Fertilizers Limited (The Company) held on Tuesday, 22nd day of August, 2017.

Dear Sir,

1. I, Ritesh Gupta, Proprietor of Ritesh Gupta & Co., Company Secretaries, Indore, have been appointed as scrutinizer on 29th May, 2017, pursuant to the authority granted by the Board of Directors of M/s. Khaitan Chemicals And Fertilizers Limited (The Company) having the CIN: L24219MP1982PLC004937 for the purpose of :
 - i. Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and;
 - ii. Scrutinizing the Ballot Form at the 35th Annual General Meeting under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 on the resolutions contained in the notice to the 35th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 22nd day of August, 2017 at A.B. Road, Village Nimrani, Tehsil Kasrawad, Dist. Khargone, Madhya Pradesh.



2. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act 2013, and rules relating to voting through remote e-voting and poll at the Annual General Meeting for the resolutions proposed in the notice to the 35th Annual General Meeting of the Equity Shareholder of the Company dated 22nd August, 2017. My responsibility as a scrutinizer for the process of voting through remote e-voting and ballot form at the Annual General Meeting is to ensure that the voting process is conducted in fair and transparent manner and is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "in against" on the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means.
3. The Member who were on record of the Company as on the "Cut - off" date i.e.; Wednesday, 16th day of August, 2017, were entitled to vote on the resolutions as set out in the Notice of the 35th Annual General Meeting of the Company.
4. The Company had appointed National Securities Depository Limited (NSDL) as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Saturday, 19th day of August, 2017 at 09:00 A.M. to Monday, 21st day of August, 2017 at 5:00 P.M. and the members were requested to cast their votes electronically conveying their assent and dissent in respect of the resolution on the e-voting platform.
5. At the end of the voting period on Monday, 21st August, 2017 at 5:00 P.M., the voting portals of the service provider was blocked forthwith.
6. The votes cast through remote e-voting were unblocked on 22nd day of August, 2017 at 04:55 P.M. after the conclusion of the voting cast at the Annual General Meeting in the presence of two witnesses, Mr. Burhanuddin Hotelwala and Ms. Shreya Thombre, who are not in the employment of the Company.
7. At the 35th AGM of the Company held on 22nd day of August, 2017, the Chairman of the meeting had suo-motto called for poll to facilitate the members present in the meeting and the members who could not participate in remote e-voting to record their votes through the poll process. The Chairman appointed me as scrutinizer for the same.

The brief analysis of the results of remote e-voting and Ballot Forms are as under:

"VOTING RESULTS"

Item of Notice Particulars of Business	Type of Votes	Votes in Favor of Resolution		Votes Against the Resolution		Invalid Votes	
		No. of Shares	Perce nt- age (%)	No. of Shares	Perce nt- age (%)	No. of Shares	Perce nt- age (%)
Item No. 1 Ordinary Resolution (Adoption of Audited Financial Statement for the Financial year 31 st March, 2017.)	Remote E-voting	72910169	100.00	0.00	0.00	0.00	0.00
	Ballot Form	2960	100.00	0.00	0.00	0.00	0.00
	Total	72913129	100.00	0.00	0.00	0.00	0.00
Item No. 2 Ordinary Resolution (To declare final dividend on the equity shares of the Company for the year ended 31 st March, 2017.)	Remote E-voting	72910169	100.00	0.00	0.00	0.00	0.00
	Ballot Form	2960	100.00	0.00	0.00	0.00	0.00
	Total	72913129	100.00	0.00	0.00	0.00	0.00





Item No. 3 Ordinary Resolution (To Appoint a Director in place of Mr. Utsav Khaitan (DIN: 03021454), who retires by rotation and being eligible offers himself for re-appointment.)	Remote E-voting	72910669	100.00	0.00	0.00	0.00	0.00
	Ballot Form	2960	100.00	0.00	0.00	0.00	0.00
	Total	72913129	100.00	0.00	0.00	0.00	0.00
Item No. 4 Ordinary Resolution (To appoint M/s. NSBP & Co. Chartered Accountants New Delhi as Statutory Auditors of the Company and fix their remuneration)	Remote E-voting	72904889	99.99	5280	0.01	0.00	0.00
	Ballot Form	2960	100.00	0.00	0.00	0.00	0.00
	Total	72907849	99.99	5280	0.01	0.00	0.00
Item No. 5 Ordinary Resolution (To approve the remuneration of M/s. M.P. Turakhia & Associates, Cost Auditors of the Company)	Remote E-voting	72904889	100.00	280	0.00	0.00	0.00
	Ballot Form	2960	100.00	0.00	0.00	0.00	0.00
	Total	72907849	100.00	280	0.00	0.00	0.00

RITESH GUPTA
M.Com., LL.B., FCS.



RITESH GUPTA & CO.
COMPANY SECRETARIES

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (M.P.) ☎ 94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

All the Resolution under remote e-voting and ballot form shall be deemed to have been passed with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of votes cast through remote e-voting and Ballot paper by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You.

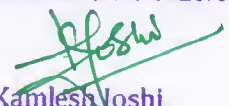
Issued at Indore dated 23rd Day of August, 2017

For Ritesh Gupta & Co.
Company Secretaries



Ritesh Gupta
Proprietor
FCS: 5200, CP: 3764

For Khaitan Chemicals & Fertilizers Ltd


Kamlesh Joshi
(Company Secretary & General Manager)

Countersigned by:
for Khaitan Chemicals And Fertilizers Limited
Chairman/ Company Secretary