

COMBINED SCRUTINIZER'S REPORT

**(VOTING THROUGH REMOTE E-VOTING & POLL AT THE
34TH ANNUAL GENERAL MEETING)**

To,
The Chairman
M/s. Khaitan Chemicals & Fertilizers Ltd.
CIN: L24219MP1982PLC004937
34th Annual General Meeting of Khaitan Chemicals & Fertilizers Ltd.
A.B. Road, Village Nimrani,
Tehsil Kasrawad, Dist. Khargone,
(M.P.) -451 569

Sub: Passing of Resolution through remote e-voting and poll conducted at the 34th Annual General Meeting of Khaitan Chemicals & Fertilizers Limited (The Company) held on 11th day of August, 2016.

Dear Sir,

1. I, **Ritesh Gupta**, Proprietor of **Ritesh Gupta & Co., Company Secretaries, Indore**, have been appointed as scrutinizer on 27th May, 2016, pursuant to the authority granted by the Board of Directors of **M/s Khaitan Chemicals & Fertilizers Ltd. (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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and;
 - ii. Scrutinizing the Ballot Form at the 34th 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 34th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 11th day of August, 2016 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 AGM for the resolutions proposed in the notice to the 34th AGM of the Equity Shareholder of the Company dated 27th May 2016. My responsibility as a scrutinizer for the process of voting through remote voting and ballot form at the AGM 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.; Thursday, 04th day of August, 2016, were entitled to vote on the resolutions as set out in the Notice of the 34th 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, 06th day of August, 2016 at 09:00 A.M. to Wednesday, 10th day of August, 2016 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 Wednesday, 10th August, 2016 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 11th day of August, 2016 at 05:25 P.M. after the conclusion of the voting cast at the Annual general meeting in the presence of two witnesses, Ms. Maitri Khandelwal and Ms. Uma Talreja, who are not in the employment of the Company.
7. At the 34th AGM of the Company held on 11th day of August, 2016, the Chairman of the Company 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 of the AGM had appointed me as scrutinizer for the same.

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

“RESULTS”

Item of Notice Particulars of Business	Type of Votes	Votes in Favour of Resolution		Votes Against the Resolution		Invalid Votes	
		No. of Shares	Percen t-age (%)	No. of Shares	Percen t-age (%)	No. of Shares	Perce nt- age (%)
Item No. 1 of the Notice: Ordinary Resolution (Adoption of Audited Financial Statement for the Financial year 31 st March, 2016.)	Remote E-voting	72780001	100	0	0	0	0
	Ballot Form	162770	100	0	0	0	0
	Total	72942771	100	0	0	0	0
Item No. 2 of the Notice: Ordinary Resolution (To declare final dividend on the equity shares of the Company for the year ended 31 st March, 2016.)	Remote E-voting	72780051	100	0	0	0	0
	Ballot Form	162770	100	0	0	0	0
	Total	72942821	100	0	0	0	0

Item No. 3 of the Notice: Ordinary Resolution (To Appoint Director in place of Mr. Jagdish Lal Jajoo (DIN: 02758763), who retires by rotation and being eligible offers himself for re-appointment.)	Remote E-voting	72777891	100	2160	0	0	0
	Ballot Form	162770	100	0	0	0	0
	Total	72940661	100	2160	0	0	0
Item No. 4 of the Notice: Ordinary Resolution (To appoint M/s. S.S. Kothari Mehta & Co. as Statutory Auditors of the Company and fix their remuneration)	Remote E-voting	72780051	100	0	0	0	0
	Ballot Form	162770	100	0	0	0	0
	Total	72942821	100	0	0	0	0
Item No. 5 of the Notice: Ordinary Resolution (To approve the remuneration of the M/s. M.P. Turakhia & Associates as the Cost Auditors of the Company for the F.Y.2016-17)	Remote E-voting	72779601	100	400	0	0	0
	Ballot Form	162770	100	0	0	0	0
	Total	72942371	100	400	0	0	0

Item No. 6 of the Notice: Ordinary Resolution (To revise in terms of appointment of Shri Utsav Khaitan, as a Director liable to retire by rotation and also as a Whole Time Director.)	Remote E-voting	72777811	100	2240	0	0	0
	Ballot Form	162770	100	0	0	0	0
	Total	72940581	100	2240	0	0	0

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

I hereby conform 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 11th August, 2016

For Ritesh Gupta & Co.
Company Secretaries

Ritesh Gupta
Proprietor
FCS: 5200, CP: 3764

Countersigned by:
For Khaitan Chemicals & Fertilizers Ltd.
Chairman/ Company Secretary