



Khaitan CHEMICALS AND FERTILIZERS LIMITED

CIN : L24219MP1982PLC004937

Apollo Arcade, 3rd Floor, 1/2, Old Palasia, Indore - 452018 (M.P.)

Phone : 0731-4753666, Fax : 4753655, E-mail : secretarial@kcfl.in, Website : www.kcfl.co.in

KCFL/2022/

June 24, 2022

The Manager (DCS/Compliance),
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

The Manager,
Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

Scrip Code : 507794

Symbol : KHAICHEM

Sub: E-voting Result of Annual General Meeting of the Company held on Thursday, 23rd day of June, 2022.

Dear Sir/Ma'am,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the details of Voting Results (Remote e-voting and e-voting) of 40th Annual General Meeting of the Company held on Thursday, 23rd day of June, 2022 through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The Annual General Meeting of the Company commenced at 1:00 pm and concluded at 1:43 pm.

This is for your information and record.

Thanking you,

Yours' faithfully,

for KHAITAN CHEMICALS AND FERTILIZERS LIMITED

CS KAMLESH JOSHI

(Company Secretary & Senior General Manager)



Voting Results

Date of the Annual General meeting	23rd Day of June, 2022
Total number of Shareholders on record date	54,313
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through Video Conferencing/ Other Audio-Visual Means.
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	4 44

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, including the Audited Balance Sheet as at March 31, 2022, and the statement of profit and loss for the financial year ended on that date, the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100	72736169	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72736169	72736169	100	72736169	0	100
Public-Institutions	E-Voting	219477	94579	43.0929	94579	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219477	94579	43.0929	94579	0	100
Public-Non Institutions	E-Voting	24033554	253487	1.0547	253475	12	99.9953	0.0047
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24033554	253487	1.0547	253475	12	99.9953
Total		96989200	73084235	75.353	73084223	12	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To confirm the payment of interim dividend of Re. 0.15 per equity share i.e. 15% on face value of Re. 1/- each and to approve/declare final dividend on equity shares of the Company for the financial year ended March 31, 2022.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100	72736169	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72736169	72736169	100	72736169	0	100
Public-Institutions	E-Voting	219477	212545	96.8416	212545	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219477	212545	96.8416	212545	0	100
Public-Non Institutions	E-Voting	24033554	253437	1.0545	253158	279	99.8899	0.1101
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24033554	253437	1.0545	253158	279	99.8899
Total		96989200	73202151	75.4745	73201872	279	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Shri Utsav Khaitan (DIN: 03021454), who retires by rotation and being eligible offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100	72736169	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	219477	212545	96.8416	0	212545	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219477	212545	96.8416	0	212545	0
Public- Non Institutions	E-Voting	24033554	253427	1.0545	252977	450	99.8224	0.1776
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24033554	253427	1.0545	252977	450	99.8224
Total		96989200	73202141	75.4745	72989146	212995	99.709	0.291
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To re-appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100	72736169	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	219477	212545	96.8416	1820	210725	0.8563	99.1437
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219477	212545	96.8416	1820	210725	0.8563
Public- Non Institutions	E-Voting	24033554	253407	1.0544	252755	652	99.7427	0.2573
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24033554	253407	1.0544	252755	652	99.7427
Total		96989200	73202121	75.4745	72990744	211377	99.7112	0.2888
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIALYEAR ENDED MARCH 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100	72736169	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	219477	212545	96.8416	212545	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219477	212545	96.8416	212545	0	100
Public- Non Institutions	E-Voting	24033554	253427	1.0545	252575	852	99.6638	0.3362
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24033554	253427	1.0545	252575	852	99.6638
Total		96989200	73202141	75.4745	73201289	852	99.9988	0.0012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			TO APPROVE RE-APPOINTMENT OF SHRI SHAILESH KHAITAN (DIN: 00041247) AS CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100	72736169	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	219477	212545	96.8416	0	212545	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219477	212545	96.8416	0	212545	0
Public- Non Institutions	E-Voting	24033554	253427	1.0545	252745	682	99.7309	0.2691
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24033554	253427	1.0545	252745	682	99.7309
Total		96989200	73202141	75.4745	72988914	213227	99.7087	0.2913
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE RE-APPOINTMENT OF SHRI JAGDISH LAL JAJOO (DIN: 02758763) AS A WHOLE TIME DIRECTOR OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72736169	72736169	100	72736169	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	219477	212545	96.8416	1820	210725	0.8563	99.1437
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		219477	212545	96.8416	1820	210725	0.8563
Public- Non Institutions	E-Voting	24033554	253427	1.0545	252106	1321	99.4787	0.5213
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24033554	253427	1.0545	252106	1321	99.4787
Total		96989200	73202141	75.4745	72990095	212046	99.7103	0.2897
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

SCRUTINIZER'S REPORT

(Consolidated on remote e-voting and voting through electronic means)

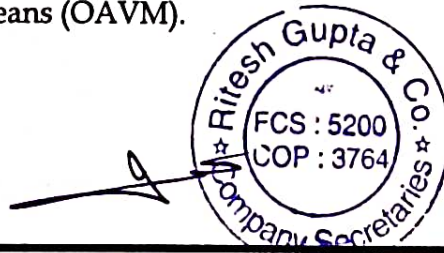
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting through electronic system provided in terms of circular issued by the Ministry of Corporate Affairs]

To,
The Chairman,
M/s. Khaitan Chemicals and Fertilizers Limited,
CIN: L24219MP1982PLC004937
A.B. Road, Village- Nimrani,
Khargone (MP) - 451569

Sub.: Consolidated Report of Scrutinizer on passing of resolutions through remote e-voting and voting through electronic system conducted at the 40th Annual General Meeting of the members of M/s. Khaitan Chemicals and Fertilizers Limited (The Company) held on Thursday, 23rd day of June, 2022.


Dear Sir,

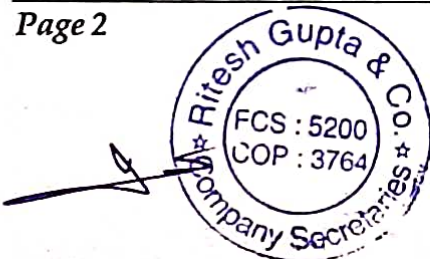
I, Ritesh Gupta, proprietor of Ritesh Gupta & Co., Company Secretaries, Indore, have been appointed as scrutinizer on 22nd April, 2022 pursuant to the authority granted by the Board of Directors of M/s. Khaitan Chemicals and Fertilizers Limited, for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and also scrutinizing voting through electronic system in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 14 December 2021 and 05 May 2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, at the 40th Annual General Meeting of the Company held on Thursday, 23rd June, 2022 at 01:00 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).



1. 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 voting through electronic system at the Annual General Meeting for the resolutions proposed in the notice of the 40th Annual General Meeting of the members of the Company. My responsibility as Scrutinizer to scrutinize the remote e-voting process and voting through electronic system at the Annual General Meeting in a fair and transparent manner and also responsible to make a consolidated Scrutinizer's Report of the total votes cast "in favour" or "in against" on the resolutions stated below.
2. In accordance with the notice of the 40th Annual General Meeting sent to the members and the 'advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 the remote e-voting opened at 09:00 A.M. on Monday, 20th day of June, 2022 and remained opened up to 5:00 P.M. on Wednesday, 22nd day of June, 2022.
3. The members who were on record of the Company as on the "Cut - off" date i.e.; Thursday, 16th day of June, 2022 were entitled to vote on the resolutions as set out in the notice of the 40th Annual General Meeting of the Company.
4. At the end of the voting period on Wednesday, 22nd day of June, 2022 at 5:00 P.M., the voting portal of the National Securities Depository Limited (NSDL) was blocked forthwith.
5. At the 40th Annual General Meeting, the facility for voting through e-voting system is available for all those members, who are present in this Meeting and did not cast their votes by remote e-voting and otherwise not barred from doing so.
6. The votes cast through remote e-voting and voting through e-voting system at the Annual General Meeting were unblocked on 23rd June, 2022 at 02:00 P.M. after the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Saloni Tayal and Ms. Sneha Patidar, who are not in the employment of the Company.


Ms. Saloni Tayal


Ms. Sneha Patidar



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

Based on the data downloaded from the official website of the National Securities Depository Limited (NSDL), the agency authorized and engaged by the Company to provide remote e-voting and voting through electronic system at the 40th Annual General Meeting, the Consolidated Report on the results of voting on each resolution are given hereunder:

The brief analysis of the results of remote e-voting and voting through electronic system are as under:

"VOTING RESULTS"

	Type of Votes	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes	
		No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
<u>Item No. 1</u> <u>Ordinary Resolution:</u> The Audited Financial Statements of the Company for the financial year ended 31 st March, 2022 and the Reports of the Board of Directors and Auditors' thereon; and	Total votes through remote e-voting and voting by electronic means at AGM	73084223	100.00%	12	0.00%	0	0
<u>Item No. 2</u> <u>Ordinary Resolution:</u> To declare Dividend on the equity shares of the company for F.Y. ended 31 st March, 2022.	Total votes through remote e-voting and voting by electronic means at AGM	73201872	100.00%	279	0.00%	0	0

<p>Item No. 3 Ordinary Resolution:</p> <p>To appoint director in place of Shri Utsav Khaitan (DIN:03021454), who retires by rotation as a director at this Annual General Meeting and, being eligible, offers himself for re-appointment.</p>	<p>Total votes through remote e-voting and voting by electronic means at AGM</p>	72989146	99.71%	212995	0.29%	0	0
<p>Item No. 4 Ordinary Resolution:</p> <p>To re-appoint Auditors and fix their remuneration.</p>	<p>Total votes through remote e-voting and voting by electronic means at AGM</p>	72990744	99.71%	211377	0.29%	0	0
<p>Item No. 5 Ordinary Resolution:</p> <p>To Ratify the Remuneration of the Cost Auditor for the F.Y. ending 31st March, 2023.</p>	<p>Total votes through remote e-voting and voting by electronic means at AGM</p>	73201289	100.00%	852	0.00%	0	0



Item No. 6 Special Resolution: To approve re-appointment of Shri Shailesh Khaitan (DIN: 00041247) as Chairman and Managing Director (KMP) of the company.	Total votes through remote e-voting and voting by electronic means at AGM	72988914	99.71%	213227	0.29%	0	0
Item No. 7 Special Resolution: To approve re-appointment of Shri Jagdish Lal Jajoo (DIN: 02758763) as a Whole Time Director of the company.	Total votes through remote e-voting and voting by electronic means at AGM	72990095	99.71%	212046	0.29%	0	0


All the Resolutions under remote E-voting and E-voting at AGM shall be deemed to have been passed with the requisite majority.

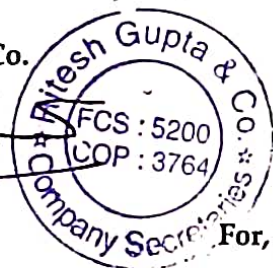
I hereby confirm that I am maintaining the registers received from the Service Provider electronically in respect of votes cast through remote e-voting and voting through electronic system by the Members of the Company. I shall be providing these records to you or such other person as authorized by you.

Thanking You.

Issued at Indore dated 24th of June, 2022.

For Ritesh Gupta & Co.
Company Secretaries


Ritesh Gupta
Proprietor
FCS: 5200 | CP: 3764
UDIN: F005200D000529231



Countersigned by:
For, M/s. Khaitan Chemicals and Fertilizers Limited
Chairman/Company Secretary