



Khaitan CHEMICALS AND FERTILIZERS LIMITED

CIN : L24219MP1982PLC004937

The B Zone, 7th Floor, Pipliya Kumar, Nipania Main Road, Indore - 453771 (M.P.)

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

July 29, 2023

The Manager (DCS/Compliance),
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001
Scrp Code : 507794

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

Sub: e-Voting Result of Annual General Meeting (AGM) of the Company held on Friday, 28th day of July, 2023.

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 41st Annual General Meeting of the Company held on Friday, 28th day of July, 2023 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The Annual General Meeting of the Company commenced at 1:00 pm and concluded at 1:35 pm.

This is for your information and record.

Thanking you,

Yours' faithfully,

for KHAITAN CHEMICALS AND FERTILIZERS LIMITED

CS AJAY SALITRA

(Company Secretary & Compliance Officer)



Voting Results

Date of the Annual General meeting	28th Day of July, 2023
Total number of Shareholders on record date	63,470
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	3 37

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, 2023, including the Audited Balance Sheet as at March 31, 2023, 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							
	Postal Ballot (if applicable)							
	Total		72736169	72736169	100	72736169	0	100
Public-Institutions	E-Voting	6550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6550	0	0	0	0	0
Public- Non Institutions	E-Voting	24246481	173400	0.7152	173400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		24246481	173400	0.7152	173400	0	100
Total		96989200	72909569	75.1729	72909569	0	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 declare Dividend of Re. 0.30/- per equity share i.e. 30% on face value of Re. 1/- each for the Financial Year 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							
	Postal Ballot (if applicable)							
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	6550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6550	0	0	0	0	0
Public- Non Institutions	E-Voting	24246481	173400	0.7152	173364	36	99.9792	0.0208
	Poll							
	Postal Ballot (if applicable)							
	Total		24246481	173400	0.7152	173364	36	99.9792
Total		96989200	72909569	75.1729	72909533	36	100	0
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?				No				
Description of resolution considered				To appoint a director in place of Shri Jagdish Lal Jajoo (DIN: 02758763), 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							
	Postal Ballot (if applicable)							
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	6550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6550	0	0	0	0	0
Public- Non Institutions	E-Voting	24246481	173400	0.7152	172724	676	99.6101	0.3899
	Poll							
	Postal Ballot (if applicable)							
	Total		24246481	173400	0.7152	172724	676	99.6101
Total		96989200	72909569	75.1729	72908893	676	99.9991	0.0009
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 Ratify the Remuneration of Cost Auditors for the Financial Year ended March 31, 2024.				
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							
	Postal Ballot (if applicable)							
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	6550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6550	0	0	0	0	0
Public- Non Institutions	E-Voting	24246481	173400	0.7152	172760	640	99.6309	0.3691
	Poll							
	Postal Ballot (if applicable)							
	Total		24246481	173400	0.7152	172760	640	99.6309
Total		96989200	72909569	75.1729	72908929	640	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
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 Utsav Khaitan (DIN: 03021454) as a Joint 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							
	Postal Ballot (if applicable)							
	Total		72736169	72736169	100	72736169	0	100
Public- Institutions	E-Voting	6550	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6550	0	0	0	0	0
Public- Non Institutions	E-Voting	24246481	173400	0.7152	172760	640	99.6309	0.3691
	Poll							
	Postal Ballot (if applicable)							
	Total		24246481	173400	0.7152	172760	640	99.6309
Total		96989200	72909569	75.1729	72908929	640	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

SCRUTINIZER'S REPORT

(Consolidated report 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 41st Annual General Meeting of the members of M/s. Khaitan Chemicals and Fertilizers Limited (The Company) held on Friday, 28th day of July, 2023.

Dear Sir,

I, Ritesh Gupta, proprietor of Ritesh Gupta & Co., Company Secretaries, Indore, have been appointed as scrutinizer on 29th April, 2023 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, 02/2022 and 10/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 14 December 2021, 05 May 2022 and 28 December 2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, at the 41st Annual General Meeting of the Company held on Friday, 28th July, 2023 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 41st 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 during 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 "against" on the resolutions stated below.
2. In accordance with the notice of the 41st 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 Tuesday, 25th day of July, 2023 and remained opened up to 5:00 P.M. on Thursday, 27th day of July, 2023.
3. The members who were on record of the Company as on the "Cut - off" date i.e.; Friday, 21st day of July, 2023 were entitled to vote on the resolutions as set out in the notice of the 41st Annual General Meeting of the Company.
4. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") the authorised e-voting agency to provide the e-voting facility.
5. At the 41st 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 during the Annual General Meeting were unblocked on 28th July, 2023 at 02:17 P.M. after the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Nancy Rathi and Mr. Ayush Sahu, who are not in the employment of the Company.

Based on the data downloaded from the official website of the Central Depository Services (India) Limited (CDSL), the agency authorized and engaged by the Company to provide remote e-voting and voting through electronic system at the 41st 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> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, including the Audited Balance Sheet as at March 31, 2023, 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	Total votes cast through remote e-voting and voting by electronic means during AGM	72909569	100.00%	0	0.00%	0	0

<p><u>Item No. 2</u> <u>Ordinary Resolution:</u></p> <p>To declare Dividend of Re. 0.30/- per equity share i.e. 30% on face value of Re. 1/- each for the Financial Year ended March 31, 2023</p>	Total votes cast through remote e-voting and voting by electronic means during AGM	72909533	100.00%	36	0.00%	0	0
<p><u>Item No. 3</u> <u>Ordinary Resolution:</u></p> <p>To appoint a director in place of Shri Jagdish Lal Jajoo (DIN:02758763), who retires by rotation and being eligible offers Himself for re-appointment.</p>	Total votes cast through remote e-voting and voting by electronic means during AGM	72908893	100.00%	676	0.00%	0	0
<p><u>Item No. 4</u> <u>Special Resolution:</u></p> <p>To Ratify the Remuneration of Cost Auditors for the F.Y. ended March 31, 2024.</p>	Total votes cast through remote e-voting and	72908929	100.00%	640	0.00%	0	0

	voting by electronic means during AGM						
Item No. 5 Special Resolution: To approve Re-appointment of Shri Utsav Khaitan (DIN: 03021454) as a Joint Managing Director (Key Managerial Personnel) of the Company.	Total votes cast through remote e-voting and voting by electronic means during AGM	72908929	100.00%	640	0.00 %	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 29th of July, 2023.

For Ritesh Gupta & Co.
Company Secretaries

CS Ritesh Gupta
PR Certificate No.: 750/2020
FCS: 5200 | CP: 3764
UDIN: F005200E000703062

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