

Voting Results of 36th Annual General Meeting held on 29th September, 2018

Date of the AGM	29.09.2018
Total number of shareholders on record date	2041
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	4
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	
Public:	Facility not provided

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and Report of Board of Directors and Auditor's thereon.

Resolution required: (Ordinary/Special)	Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% 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	-	326000	100	326000	Nil	100	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	326000	326000	100	326000	Nil	100	Nil
Public Institutions	E-Voting	-	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Non	E-Voting	-	15400	2.94	15400	Nil	100	Nil



Institutions	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	524100	15400	2.94	15400	Nil	100	Nil	Nil
Total		850100	341400	40.16	341400	Nil	100		Nil

2. To declare dividend on 5000 Preference Shares of Series II & Series III @ 12% for F.Y. 2017-18.

Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
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		
Promoter and Promoter Group	E-Voting	-	326000	100	326000	Nil	100		Nil	
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	326000	326000	100	326000	Nil	100		Nil	
Public Institutions	E-Voting	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Non Institutions	E-Voting	-	15400	2.94	15400	Nil	100		Nil	
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	524100	15400	2.94	15400	Nil	100		Nil	
Total		850100	341400	40.16	341400	Nil	100		Nil	

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3. To ratify the payment of dividend on 30000, Cumulative Redeemable Preference Shares of Series I @ 12% for the period 01.04.2017 to 24.03.2018.

Resolution required: (Ordinary/Special)	Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	326000	326000	100	326000	Nil	100	Nil
Public Institutions	E-Voting	-	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Non Institutions	E-Voting	-	15400	2.94	15400	Nil	100	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	524100	15400	2.94	15400	Nil	100	Nil
Total		850100	341400	40.16	341400	Nil	100	Nil



4. To appoint a Director in place of Shri Vishwa Nath Khandelwal (DIN: 00161893), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/Special)		Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary						
				Yes						
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		
Promoter and Promoter Group	E-Voting	-	296350	90.90	296350	Nil	100	Nil		
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil		
	Total	326000	296350	90.90	296350	Nil	100	Nil		
Public Institutions	E-Voting	-	Nil	Nil	Nil	Nil	Nil	Nil		
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil		
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
Public Non Institutions	E-Voting	-	15400	2.94	15400	Nil	100	Nil		
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil		
	Total	524100	15400	2.94	15400	Nil	100	Nil		
Total		850100	311750	36.67	311750	Nil	100	Nil		

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5. To ratify the appointment of M/s Gupta Vaish & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting	(1) -	(2) 326000	(3)=[(2)/(1)]*100 100	(4) 326000	(5) Nil	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	326000	326000	100	326000	Nil	100	Nil
Public Institutions	E-Voting	-	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Non Institutions	E-Voting	-	15400	2.94	15400	Nil	100	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	524100	15400	2.94	15400	Nil	100	Nil
Total		850100	341400	40.16	341400	Nil	100	Nil

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6. To re-appoint Shri Vishwa Nath Khandelwal as Whole-Time Director (Works) for 5 years w.e.f. 01.04.2019.

Resolution required: (Ordinary/Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
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
Promoter and Promoter Group	E-Voting	-	296350	90.90	296350	Nil	100	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	326000	296350	90.90	296350	Nil	100	Nil
Public Institutions	E-Voting	-	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Non Institutions	E-Voting	-	15400	2.94	15400	Nil	100	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	524100	15400	2.94	15400	Nil	100	Nil
Total		850100	311750	36.67	311750	Nil	100	Nil



7. To sell/lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company situated at Akrampur-Magarwara, Distt. Unnao.

Resolution required: (Ordinary/Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	326000	326000	100	326000	Nil	100	Nil
Public Institutions	E-Voting	-	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Non Institutions	E-Voting	-	15400	2.94	15400	Nil	100	Nil
	Poll	-	Nil	Nil	Nil	Nil	Nil	Nil
	Total	524100	15400	2.94	15400	Nil	100	Nil
Total		850100	341400	40.16	341400	Nil	100	Nil

All resolutions as set out in the Notice of 36th Annual General Meeting were duly approved by the shareholders with requisite majority.



BANTHIA & COMPANY

COMPANY SECRETARIES

G. K. BANTHIA

Ref. No:.....

261, Z-1, Barra-II,
Kanpur - 208 027
Ph. (O/R) 2612511, 2612434
Fax (P.P.) 2305993

Date:.....

Report of Scrutinizer

The Chairman

September 29, 2018

Khandelwal Extractions Ltd.

51/47, Naya Ganj

Kanpur 208001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e voting conducted as per section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management And Administration) Rules 2014 as amended by the Companies (Management And Administration) Rules, 2015 /amended on date and voting by Ballot at the Annual General Meeting of the Company held on Saturday, the 29rd day of September 2018.

1. I, G K Banthia Practicing Company Secretary CP No.1405 , appointed the Scrutinizer as per Board of Directors Resolution of May 26th, 2018 for the purpose of voting by electronic means in terms of section 108 of the Companies Act 2013 read with Rule 20 & 21 of Companies (Management And Administration) Rules 2015./amended on date, in respect of the 07 items (resolutions) referred to in the subsequent paragraphs, for the purpose of scrutinizing in fair and transparent manner the remote e voting process, ballot forms as may be received from shareholders at the 36th Annual General Meeting of the Company held on September 29, 2018 as per Notice dt. August 11, 2018.
2. The Management is responsible to ensure the compliance with the requirements of the Companies Act 2013, and applicable Rules for conducting voting by electronic means and ballot papers at the annual general meeting on the resolutions contained in the Notice of the Annual General Meeting of the Company. My responsibility as scrutinizer for e-voting and ballot papers is restricted to make a scrutinizer's report on the vote cast whether in favour or against the resolutions as per **Annexure**, based on reports generated from the e voting system provided by CDSL, to provided e-voting facilities, engaged by the Company and of the voting through ballot papers at the AGM.
3. The Notices of the Thirty Sixth Annual General Meeting were dispatched on August 28th, 2018 by courier.
4. The public advertisement with respect to dispatch of Notice of the Annual General Meeting and conducting of voting through electronic means was published in "The Pioneer" English News Paper and "Jansatta" Hindi News Paper on August 30, 2018.



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5. The members were given an option to vote electronically on e-voting platform, provided by the CDSL with which the company had made necessary arrangement as well as by Ballot to those who had not cast their earlier through remote e voting facility.
6. The Shareholders holding the shares on "cut off" date i.e. September 23, 2018, were eligible to cast vote on the proposed resolutions No.1 to 07 as mentioned in the Notice dt. August 11, 2018.
7. The e voting period commenced on 10.00 a.m. September 26, 2018 and closed on September 28, 2018, at 5.00 p.m.
8. The electronic votes cast accordingly were taken into account and at the end of the said voting period on September 28, 2018 at 5.00 p.m. and the CDSL portal was blocked thereafter.
9. The votes cast by e voting were unblocked on September 29 after 7.00 p.m. in the presence of two witnesses Mr. Neeraj Jain and Mr. Gopesh Sahu who are not in the employment of the company.
10. A register has been maintained electronically to record the assent and dissent votes cast in the respect of the resolutions.
11. Based on the results downloaded as per data provided by CDSL which have been scrutinized by me 30 members have cast their votes by e-voting and have annexed the details and analysis of the e-voting results for each of the 07 resolutions contained in the Notice referred above.
12. No votes were cast through the Ballot Forms at the AGM held on September 29, 2018 at 4.00 p.m. though complete arrangements for the same was made by the Company and announced by the Chairman at the meeting.
13. My consolidated report of the votes cast by the shareholders through remote e voting and physical Ballot at the AGM in respect of the below mentioned 07 resolutions may accordingly be declared and counter signed by the Chairman.
14. All the related papers and the data sheet relating to e-voting in sealed envelope have been handed over to the Company Secretary for safe keeping.

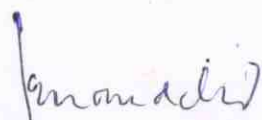
Thanking You,

Yours Faithfully,

For **Banthia And Company**


(G K Banthia)
Company Secretary
C.P. No.- 1405


BANTHIA & COMPANY
Company Secretaries
G.K. BANTHIA PROPRIETOR
261, Z-1, Barra-II
KANPUR-208 027
C.P. No 1405


(K.N. Khande (wa))
Chairman

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Date:.....

Annexure to report

The consolidated result of the votes cast by remote e- voting and by Ballot at the AGM of Khandelwal Extractions Limited held on September 29, 2018 is as under:

Ordinary Business:

(A). Item No. 1-

Ordinary Resolution: Adoption of Audited Financial Statement for the Financial Year 2017-18 and the Reports of the Board of Directors and the Auditors thereon.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	30	3,41,400	100
Polling	Nil	Nil	Nil
Combined	30	3,41,400	100

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil



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(iii) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(B). Item No. 2:

Ordinary Resolution: - To declare dividend on 5000 Preference Shares of Series II & Series III @ 12% for the financial year 2017-18 out of surplus in Profit & Loss A/c.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	30	3,41,400	100
Polling	Nil	Nil	Nil
Combined	30	3,41,400	100



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Ref. No:.....

Date:.....

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(C). Item No. 3 :

Ordinary Resolution:- To ratify the payment of dividend on 30000, Cummulative Redeemable Preference Shares of Series I @ 12% for the period 01.04.2017 to 24.03.2018 out of surplus in Profit & Loss A/c.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	30	3,41,400	100
Polling	Nil	Nil	Nil
Combined	30	3,41,400	100



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Date:.....

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(D) Item No. 4 :

Ordinary Resolution:- To appoint a Director in place of Shri Vishwa Nath Khandelwal (DIN:00161893), who retires by rotation and being eligible offers himself for re-appointment.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	29	3,11,750	100
Polling	Nil	Nil	Nil
Combined	29	3,11,750	100



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Ref. No:.....

Date:.....

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(E) Item No. 5 :

Ordinary Resolution:- Ratification of appointment of M/s Gupta Vaish and Co., Chartered Accountants as Auditors and fixing their remuneration

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	30	3,41,400	100
Polling	Nil	Nil	Nil
Combined	30	3,41,400	100



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Date:.....

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(F) Item No. 6 :

Special Resolution:- Re-appointment of Mr. Vishwa Nath Khandelwal as Whole-Time Director (Works) for 5 years.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	29	3,11,750	100
Polling	Nil	Nil	Nil
Combined	29	3,11,750	100



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Ref. No:.....

Date:.....

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(G) Item No. 7 :

Special Resolution:- Sell/lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company situated at Akrapur-Magarwara, Distt. Unnao.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	30	3,41,400	100
Polling	Nil	Nil	Nil
Combined	30	3,41,400	100



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Ref. No:.....

Date:.....

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

Note: All the 07 resolutions are accordingly passed with requisite majority.

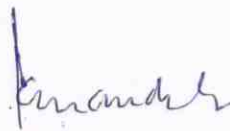
For Bantbia And Company


(G K Bantbia)

Company Secretary

C.P. No.- 1405


BANTHIA & COMPANY
Company Secretaries
G.K. BANTHIA PROPRIETOR
261, Z-1, Barra-II
KANPUR-208 027
C.P. No 1405


(K.N. Khandelwal)
Chairman