

MINUTES OF THE 89TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KHAITAN (INDIA) LIMITED HELD ON FRIDAY, 25TH SEPTEMBER 2026 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") AND DEEMED TO BE HELD AT REGISTERED OFFICE OF THE COMPANY AT 46C, J.L. NEHRU ROAD, KOLKATA 700 071

COMMENCEMENT TIME: 11:30 A.M. AND CONCLUSION TIME: 12:10 P.M.

Directors and KMP Present through Video Conferencing:

1.	Mr. Sunay Krishna Khaitan	Whole Time Director and Chairman
2.	Mr. Gopal Mor	Independent Director & Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
3.	Mrs. Pooja Kalanouria	Independent Director
4.	Mrs. Ayushi Khaitan	Independent Director
5.	Mr. Sumit Pasari	Chief Financial Officer

Auditors and Scrutinizer present through video conferencing

1.	Mr. Gouri Shanker Mishra	Scrutinizer
2.	Mr. V.P. Rajeev	Secretarial Auditor

Statutory Auditor, Mr. Biswajit Datta, Partner at M/S. K.C. Bhattacharjee and Paul was not able to attend the meeting due to a personal emergency. His absence was approved by the Chairman.

Shareholders present through Video Conference

Members Attended through Video Conferencing	108
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Introduction:

Meeting commenced at 11:30 A.M. and all directors and attendees had joined.

The Chairman welcomed the Members for participating in the 89th Annual General Meeting through Video-conferencing.

The Chairman confirmed that the quorum was present and called the meeting to order. He informed about the directors and auditors attending the meeting and introduced them.

The Chairman informed that all documents referred to in the Notice calling the Meeting and the Explanatory Statement were available for inspection during the conduct of this Meeting.

As directed by the Chairman, the Chief Financial Officer read out the qualifications and observations from the Independent Auditor's Report and the Secretarial Auditor's Report. The explanations of the Board were already provided in the Directors' Report.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with rules there under and SEBI (LODR) Regulations, the Company had provided the remote e-voting facility through CDSL (Central Depository Services (India) Limited) to enable the Members of the company to cast/ exercise their vote(s) electronically on the agenda item specified in the notice of the AGM. The remote e-voting period had commenced on Tuesday, 22nd September 2026 at 9:00 A.M.

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(IST) and ended on Thursday, 24th September 2026 at 5:00 P.M. (IST). Further, as per requirement, the Members were informed that the facility for e-voting during the meeting was also facilitated through CDSL and was available for the Members who had not cast their vote through remote e-voting earlier. Chairman further informed the meeting that the venue voting shall be available up to 30 minutes of the conclusion of meeting for such members.

The Chairman informed the Members that Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates Company Secretaries LLP had been appointed as the Scrutinizer to scrutinize the remote e-voting and voting during AGM in a fair and transparent manner. He further informed that Scrutinizer shall provide the result of voting after consolidation of both e-voting and voting during AGM within two working days of conclusion of the meeting.

The Chairman informed the Members that Scrutinizer shall submit the report within two working days of conclusion of the meeting. The Chairman further informed that the results declared along with the report of the Scrutinizer would be placed on the website of the Company and would also be provided to CDSL and Stock Exchanges.

The Chairman requested the members attending the AGM and who has not voted through remote e-voting to vote through e-voting within 30 minutes from close of the meeting and instructed venue e-voting to be kept open till 30 minutes from end of meeting to provide opportunity to shareholders attending the meeting to vote on the resolution.

The Chairman delivered his speech covering the performance of the Company during FY 2025-26, future outlook, financial highlights, and management initiatives. He also touched upon key aspects including suspension of the Sugar Division, expansion in Electrical Goods, investor-friendly initiatives, and compliance status.

The Chairman thereafter invited the registered speaker shareholders to present their queries and observations, which were suitably addressed by the management. Queries received in advance were also placed before the meeting and responded to.

Further, the resolutions were taken as read and duly proposed and seconded in view of the e-voting. The following items of business, as stated in the AGM Notice dated 29th August 2026, were transacted:

Business of Meeting:

Item No. 1 was ordinary business relating to adoption of the audited financial statements for the financial year ended 31st March 2026 together with the report of the Auditors and Directors thereon, requiring ordinary resolution.

Item No. 2 was special business concerning re-appointment of Mr. Gopal Mor (DIN: 00555282) as an Independent Director for a second term, requiring special resolution.

The Explanatory Statement annexed to the Notice set out the material facts relating to Item No. 2, and the annexure contained the particulars of Mr. Gopal Mor. His proposed second term was from 1st October 2026 to 30th September 2031, and he would not be liable to retire by rotation during the term.

The notice contained explanatory Statement for special business in detail and also other information required under other provisions of Companies Act, 2013 and SEBI Regulation had been duly laid out in the AGM Notice. As stated, all agenda had been put to vote by way of e-voting and hence was deemed to have been proposed and seconded.

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Further, the Chairman informed the Members that, due to orderly conduct of business, we had requested the Members to raise the question in advance and 14 members had registered to speak at this AGM. We had shared the details with CDSL, the agency providing facility for video conferencing and they allowed the speakers one by one to speak based on our advice. Out of the speaker registered, 10 speaker shareholders spoke at the AGM.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with rules there under and SEBI (LODR) Regulations, 2015, the Company had provided the remote e-voting facility through CDSL (Central Depository Services (India) Limited) to enable the Members of the company to cast/ exercise their vote(s) electronically on all the agenda items specified in the notice of the AGM. The remote e-voting period had commenced on Tuesday, 22nd September 2026 at 9:00 A.M. (IST) and ended on Thursday, 24th September 2026 at 5:00 P.M. (IST). Further, as per requirement, the Members were informed that the facility for e-voting was also facilitated through CDSL and was available for the Members who had not cast their vote through remote e-voting earlier. Chairman further informed that e-voting is open during the meeting and will be open and available up to 30 minutes of conclusion of meeting.

The Chairman informed the Members that Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP had been appointed as the scrutinizer to scrutinize the remote-voting and voting during AGM in a fair and transparent manner. He further informed that Scrutinizer shall provide the result of voting after consolidation of both remote e-voting and e-voting during AGM.

The Chairman read out the resolutions on which the Members were required to vote.

Resolutions passed at the meeting:

Following agenda and resolutions as mentioned in the Notice of the AGM were deemed to be put to voting for approval of the members:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial Year ended 31st March 2026 together with the report of the Auditors and directors thereon.**

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with Auditors Reports and Report of Board of Directors thereon, as circulated to the Members, be and are hereby considered, approved and adopted."

2. **Re-appointment of Mr. Gopal Mor (DIN: 00555282) as Independent Director for the second term**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Gopal Mor (DIN: 00555282) as Independent Director of the Company for second term who meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect to hold office for a further period of 5 (Five) years with the term ending on 30th September 2031."

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"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

The Chairman informed the Members that Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP had been appointed as the Scrutinizer to scrutinize the remote e-voting and voting during AGM in a fair and transparent manner. He further informed that Scrutinizer shall provide the result of voting after consolidation of both e-voting and voting during AGM within two working days of conclusion of the meeting.

The Chairman informed the Members that in accordance with Companies (Management and Administration) Rules 2014, the Scrutinizer's Report once received by Company shall be placed on the website of the Company and would also be provided to CDSL and Stock Exchanges and the voting results will also be declared based on it.

The Chairman requested the members attending the AGM and who has not voted through remote e-voting to vote through e-voting within 30 minutes from close of the meeting and instructed venue e-voting to be kept open till 30 minutes from end of meeting to provide opportunity to shareholders attending the meeting to vote on the resolution.

The Chairman then thanked the Members and declared the meeting as concluded at 12:10 PM with a vote of thanks.

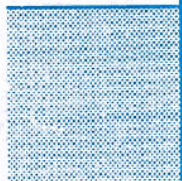
Result of Voting:

Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP provided consolidated scrutinizer's report on remote e-voting and meeting e-voting of the 89th Annual General Meeting of the members held on Friday, 25th September 2026 and were received by the Company on same day. The report was considered and it noted that as per scrutinizer's report all resolution has been duly passed.

Following were the extract of the scrutinizers report on each item as regards the details of the voting and result of voting:

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1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial Year ended 31st March 2026 together with the report of the Auditors and directors thereon.

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting received	148	2784189
Total Number of Meeting E-Voting received	2	761
Total Number of Ballot Voting	-	-
Invalid Votes:		
Remote E-Voting	-	-
Meeting E-Voting	-	-
Ballot Voting	-	-
Valid Votes:		
In favour of the Resolution through Remote E-Voting	143	2784134
In favour of the Resolution through Meeting E-Voting	1	2
In favour of the Resolution through Ballot Voting	-	-
Against the Resolution through Remote E-Voting	5	55
Against the Resolution through Meeting E-Voting	1	759
Against the Resolution through Ballot Voting	-	-
Consolidated Votes:		
In favour of the Resolution (Remote, Meeting E-Voting and Ballot Voting)	144	2784136
Against the Resolution (Remote, Meeting E-Voting and Ballot Voting)	6	814
Percentage to the total valid vote received in favour of the Resolution (Remote, Meeting E-Voting and Ballot Voting)	99.97 %	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution were received.

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2. Re-appointment of Mr. Gopal Mor (DIN: 00555282) as Independent Director for the second term

Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting received	148	2784189
Total Number of Meeting E-Voting received	2	761
Total Number of Ballot Voting	-	-
Invalid Votes:		
Remote E-Voting	-	-
Meeting E-Voting	-	-
Ballot Voting	-	-
Valid Votes:		
In favour of the Resolution through Remote E-Voting	142	2784133
In favour of the Resolution through Meeting E-Voting	1	2
In favour of the Resolution through Ballot Voting	-	-
Against the Resolution through Remote E-Voting	6	56
Against the Resolution through Meeting E-Voting	1	759
Against the Resolution through Ballot Voting	-	-
Consolidated Votes:		
In favour of the Resolution (Remote, Meeting E-Voting and Ballot Voting)	143	2784135
Against the Resolution (Remote, Meeting E-Voting and Ballot Voting)	7	815
Percentage to the total valid vote received in favour of the Resolution (Remote, Meeting E-Voting and Ballot Voting)	99.97 %	

Result: The resolution requiring requisite majority for passing as Special Resolution were received.

Accordingly, all the resolution were duly passed by the members with appropriate majority.

Date of Entry: 15-10-2026

Date of Signing: 15-10-2026

Place: Kolkata


Sunay Krishna Khaitan
Chairman

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