



KHATOR FIBRE & FABRICS LIMITED

MANUFACTURERS & EXPORTERS OF TEXTILE FABRICS

(CIN No. L17124RJ1986PLC003629)

CORP. OFF. : 9/11, ASSEMBLY LANE, 38, DADISETH AGIARY LANE, GR. FLOOR, KALBADEVI,
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★ EXPORT HOUSE ★

Date: 28th September, 2016

BSE Limited

Department of Corporate Services,

P. J. Towers,

Dalal Street,

Mumbai - 400 001

Dear Sirs,

**Sub: Voting Results pursuant to Regulation 44(3) of the SEBI (LODR)
Regulations, 2015**

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we submit the voting results at the Thirtieth Annual General Meeting of the Company held on Saturday, 24th September, 2016 at 12.00 noon at Hotel Imperial, Arvind Marg, M. I. Road, Jaipur, Rajasthan - 302 001. The mode of voting was remote e-voting and poll at the AGM. We hereby furnish details of the Voting Results as under:

1. Date of AGM	24 th September, 2016
2. Total number of shareholders on record date (as on 17th September, 2016)	6166
3. No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	02
Public	28
4. No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	N.A.
Public	N.A.

The Agenda-wise Resolutions (Ordinary / Special) passed by remote e-voting and poll at the AGM are given in **Annexure 'A'**.

You are requested to take the above information on record.

Thanking You,

Yours faithfully,

For **KHATOR FIBRE & FABRICS LIMITED**


KAILASH KHATOR
MANAGING DIRECTOR



ANNEXURE 'A'

Resolution 1: Approving and adopting the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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		15,22,540	85.89	15,22,540	0	100.00	0.00
	Poll	17,72,700	0	0.00	0	0	0.00	0.00
	Total		15,22,540	85.89	15,22,540	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		5,98,702	24.16	5,98,702	0	100.00	0.00
	Poll	24,77,300	7,100	0.29	7,100	0	100.00	0.00
	Total		6,05,802	24.45	6,05,802	0	100.00	0.00
Total		42,50,000	21,28,342	50.08	21,28,342	0	100.00	0.00



Resolution 2: Appointing Mr. Kailash S. Khator, as a Director of the Company who retires by rotation and being eligible had offered himself for re-appointment. Mr. Kailash S. Khator is the Managing Director of the Company.

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	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		15,22,540	85.89	15,22,540	0	100.00	0.00
	Poll	17,72,700	0	0.00	0	0	0.00	0.00
	Total		15,22,540	85.89	15,22,540	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		5,98,702	24.16	5,98,702	0	100.00	0.00
	Poll	24,77,300	7,100	0.29	7,100	0	100.00	0.00
	Total		6,05,802	24.45	6,05,802	0	100.00	0.00
Total		42,50,000	21,28,342	50.08	21,28,342	0	100.00	0.00



Resolution 3: Appointment of M/s. S. R. Goyal & Co., Chartered Accountants as Statutory Auditors for one financial year i.e. 2016-17 and to fix their remuneration.

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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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		15,22,540	85.89	15,22,540	0	100.00	0.00
	Poll	17,72,700	0	0.00	0	0	0.00	0.00
	Total		15,22,540	85.89	15,22,540	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		5,98,702	24.16	5,98,702	0	100.00	0.00
	Poll	24,77,300	7,100	0.29	7,100	0	100.00	0.00
	Total		6,05,802	24.45	6,05,802	0	100.00	0.00
Total		42,50,000	21,28,342	50.08	21,28,342	0	100.00	0.00



Resolution 4: Appointment of M/s. Giritraj & Lohiya, Chartered Accountants as Branch Auditors for one financial year i.e. 2016-17 and to fix their remuneration.

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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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		15,22,540	85.89	15,22,540	0	100.00	0.00
	Poll	17,72,700	0	0.00	0	0	0.00	0.00
	Total		15,22,540	85.89	15,22,540	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		5,98,702	24.16	5,98,702	0	100.00	0.00
	Poll	24,77,300	7,100	0.29	7,100	0	100.00	0.00
	Total		6,05,802	24.45	6,05,802	0	100.00	0.00
Total		42,50,000	21,28,342	50.08	21,28,342	0	100.00	0.00



Resolution 5: Regularize the appointment of Mrs. Sunita Goyal from Additional Director to Woman Director of the Company.

Resolution required: (Ordinary/Special)

Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	No. 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		15,22,540	85.89	15,22,540	0	100.00	0.00
	Poll	17,72,700	0	0.00	0	0	0.00	0.00
	Total		15,22,540	85.89	15,22,540	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		5,98,702	24.16	5,98,702	0	100.00	0.00
	Poll	24,77,300	7,100	0.29	7,100	0	100.00	0.00
	Total		6,05,802	24.45	6,05,802	0	100.00	0.00
Total		42,50,000	21,28,342	50.08	21,28,342	0	100.00	0.00

Notes:

1. The votes cast does not include invalid votes.
2. All the aforesaid resolutions were passed with requisite majority.

For KHATOR FIBRE & FABRICS LIMITED

Khatu K.S.

KAILASH KHATOR
MANAGING DIRECTOR



FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]

To,
Mr. Kailash Khator, Managing Director,
30th Annual General Meeting of the Equity Shareholders of Khator Fibre & Fabrics Limited,
Held on Saturday, 24th September, 2016 at 12.00 noon at
Hotel Imperial, Arvind Marg, M. I. Road,
Jaipur, Rajasthan – 302 001

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 30th Annual General Meeting of the equity shareholders of Khator Fibre & Fabrics Limited held on Saturday, 24th September, 2016 at 12.00 noon at Hotel Imperial, Arvind Marg, M. I. Road, Jaipur, Rajasthan – 302 001, for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 9.00 a.m. on Wednesday, 21st September, 2016 to Friday, 23rd September, 2016 at 5.00 p.m.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 30th August, 2016 (Cut-off Date: 17th September, 2016) who were entitled to vote on the proposed 5 (five) resolutions as mentioned in the Notice of the 30th Annual General Meeting of "Khator Fibre & Fabrics Limited" [Item No. 1 (One) to 5 (Five) of the Notice of the 30th Annual General Meeting of Khator Fibre & Fabrics Limited].
3. After the time fixed for closing of the poll by Mr. Kailash Khator, Managing Director, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 24th September, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co., Practicing Company Secretaries and Ms. Pooja Mittal working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.
6. No poll paper was found invalid.



7. The Results of the voting are as under:

ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – Approving and adopting the Audited Annual Financial Statements of the Company for the financial year ended 31 st March, 2016 and the Reports of the Board of Directors and the Auditors thereon:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	21,28,342	100.00	0	0.00	21,28,342	100.00	0	0.00	21,28,342
Total No. of Ballots	45	100.00	0	0.00	45	100.00	0	0.00	45

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Appointing Mr. Kailash S. Khator, as a Director of the Company who retires by rotation and being eligible had offered himself for re-appointment. Mr. Kailash S. Khator is the Managing Director of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	21,28,342	100.00	0	0.00	21,28,342	100.00	0	0.00	21,28,342
Total No. of Ballots	45	100.00	0	0.00	45	100.00	0	0.00	45

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Appointment of M/s. S. R. Goyal & Co., Chartered Accountants as Statutory Auditors for one financial year i.e. 2016-17 and to fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	21,28,342	100.00	0	0.00	21,28,342	100.00	0	0.00	21,28,342
Total No. of Ballots	45	100.00	0	0.00	45	100.00	0	0.00	45



SPECIAL BUSINESS:

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Appointment of M/s. Giriraj & Lohiya, Chartered Accountants as Branch Auditors for one financial year i.e. 2016-17 and to fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	21,28,342	100.00	0	0.00	21,28,342	100.00	0	0.00	21,28,342
Total No. of Ballots	45	100.00	0	0.00	45	100.00	0	0.00	45

e. RESOLUTION NO. 5

Special Resolution No. 5 – Regularize the appointment of Mrs. Sunita Goyal from Additional Director to Woman Director of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	21,28,342	100.00	0	0.00	21,28,342	100.00	0	0.00	21,28,342
Total No. of Ballots	45	100.00	0	0.00	45	100.00	0	0.00	45

8. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Mr. Kailash Khator, Managing Director authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure - 1 to this report.

Thanking You,
Yours Faithfully,

For P P Shah & Co.,
Practising Company Secretaries

Pradip C. Shah

Pradip Shah
Partner
Place: Mumbai
Date: 28th September, 2016



Annexure – 1

Consolidated result of voting (by E-voting and Poll) for Resolution Nos. 1 to 5 of the notice of the 30th Annual General Meeting of “Khator Fibre & Fabrics Limited” held on Saturday, 24th September, 2016 at 12.00 noon.

Resolution No.	Total Valid Votes Cast			Voted In Favour Of Resolution				Voted Against The Resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E-voting	Poll	Total	%
1	21,21,242	7,100	21,28,342	21,21,242	7,100	21,28,342	100.00	0	0	0	0.00
2	21,21,242	7,100	21,28,342	21,21,242	7,100	21,28,342	100.00	0	0	0	0.00
3	21,21,242	7,100	21,28,342	21,21,242	7,100	21,28,342	100.00	0	0	0	0.00
4	21,21,242	7,100	21,28,342	21,21,242	7,100	21,28,342	100.00	0	0	0	0.00
5	21,21,242	7,100	21,28,342	21,21,242	7,100	21,28,342	100.00	0	0	0	0.00

