COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR M/S KRBL LIMITED

To,

The Chairman M/s KRBL Limited 5190, Lahori Gate Delhi-110006

Sub: <u>Combined Scrutinizer Report in respect of passing of Resolution(s) through</u> <u>electronic mode and poll conducted at the 21st Annual General Meeting of M/s</u> <u>KRBL Limited (the Company) held on 9th day of September, 2014</u>

Dear Sir,

The Board of the Company at its meeting held on 5th August, 2014 has appointed me as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-voting process held between Wednesday, the 3rd day of September, 2014 at 9.00 A.M. to Friday, the 5th day of September, 2014 at 6.00 P.M.

The Chairman of the Annual General Meeting (AGM) has appointed me as the scrutinizer pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the poll held at the 21st Annual General Meeting of the Company on September 9, 2014.

The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company. The e-voting results were unblocked by me on September 6, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated **September 8, 2014** attached herewith.



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At the 21st Annual General Meeting of the Company held on September 9, 2014, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizer's report in the prescribed form MGT 13 dated **September 11, 2014.**

As on August 8, 2014, the cut-off date there were 19184 Shareholders of the Company which were entitled to vote on the resolutions placed for the approval of the shareholders through e voting as well as poll conducted at the 21st Annual General Meeting of the Company. The Paid up Share Capital of the Company as on cut-off date was Rs. 23,58,18,510/- divided into 23,53,89,892 equity shares of Rs. 1/- each.

The result of the E- voting together with that of the poll is as under:

ORDINARY BUSINESS

Resolution No. 1 To consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2014, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
36	54025831	67	105216908	159242739	99.99%	67.65%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	5	7	220	225	0.01%	0.01%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 2 – To declare a Dividend of `1.20 per equity share on 23,53,89,892 equity</u> shares of Rs. 1/- each for the financial year ended March 31, 2014.



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
36	54025831	67	105216908	159242739	99.99%	67.65%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	5	7	220	225	0.01%	0.01%

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253



As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 3 – To appoint a Director in place of Ms. Priyanka Mittal (DIN 00030479),</u> who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
14	46932380	67	105216908	152149288	95.55%	64.64%

(I) VOTED IN FAVOUR THE RESOLUTION:

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
23	7093456	7	220	7093676	4.45%	3.01%



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 4 – To re-appoint the statutory Auditors to hold office from the conclusion</u> of this Annual General Meeting till the conclusion of the 24th Annual General Meeting and to 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

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
36	54025831	67	105216908	159242739	99.99%	67.65%

(II) VOTED AGAINST THE RESOLUTION:



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	5	7	220	225	0.01%	0.01%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

SPECIAL BUSINESS

<u>Resolution No. 5 – Ordinary Resolution for Re-appointment of Mr. Ashok Chand (holding DIN 00030318) as a Whole Time Director of the Company</u>



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
34	53634219	67	105216908	158851127	99.75%	67.48%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	391617	7	220	391837	0.25%	0.17%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



<u>Resolution No. 6 – Ordinary Resolution for approving the remuneration of M/s HMVN & Associates, Cost Accountants as a Cost Auditor of the company for the Financial Year 2014-15</u>

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
36	54025831	65	105216888	159242719	99.99%	67.65%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	5	9	240	245	0.01%	0.01%

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253



As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 7 – Ordinary Resolution for Appointment of Mr. Devendra Kumar Agarwal</u> (DIN 06754542) as an Independent Director of the Company

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
36	54025831	67	105216888	159242719	99.99%	67.65%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	5	9	240	245	0.01%	0.01%



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 8 – Ordinary Resolution for fixation of tenure of Mr. Vinod Ahuja (holding DIN 00030390) as an Independent Director of the Company</u>

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
34	53634219	65	105216888	158851107	99.75%	67.48%

(II) VOTED AGAINST THE RESOLUTION:



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	391617	9	240	391857	0.25%	0.17%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 9 – Ordinary Resolution for fixation of tenure of Dr. Narpinder Kumar</u> <u>Gupta (DIN 00032956) as an Independent Director of the Company</u>



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
34	53634219	65	105216888	158851107	99.75%	67.48%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	391617	9	240	391857	0.01%	0.17%

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253



As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 10 – Ordinary Resolution for fixation of tenure of Mr. Ashwini Dua</u> (holding DIN 01097653) as an Independent Director of the Company

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
34	53634219	65	105216888	158851107	99.75%	67.48%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	391617	9	240	391857	0.2461	0.17



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 11 – Ordinary Resolution for fixation of tenure of Mr. Shyam Arora (DIN</u> 00742924) as an Independent Director of the Company

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
14	46932380	66	105216898	152149278	95.55%	64.64%

(II) VOTED AGAINST THE RESOLUTION:



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
23	7093456	8	230	7093686	4.45%	3.01%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 12 – Special Resolution for Re-appointment of Mr. Anil Kumar Mittal</u> (holding DIN 00030100) as a Chairman & Managing Director of the Company and revision in the remuneration



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
33	53231234	65	105216888	158448122	99.50%	67.31%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
4	794602	9	240	794842	0.50%	0.34%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



<u>Resolution No. 13 – Special Resolution for Re-appointment of Mr. Arun Kumar Gupta</u> (holding DIN 00030127) as a Joint Managing Director of the Company and revision in the <u>remuneration</u>

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
34	53634219	65	105216888	158851107	99.75%	67.48%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	391617	9	240	391857	0.25%	0.17%

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253



As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 13 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 14 – Special Resolution for Re-appointment of Mr. Anoop Kumar Gupta</u> (holding DIN 00030160) as a Joint Managing Director of the Company and revision in the <u>remuneration</u>

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
34	53634219	66	105216898	158851117	99.75%	67.49%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	391617	8	230	391847	0.25%	0.17%



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 14 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

<u>Resolution No. 15– Special Resolution to alter the Article of Association of the company by</u> <u>inserting new Article 111A</u>

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
31	52898020	67	105216908	158114928	99.29%	67.17%

(II) VOTED AGAINST THE RESOLUTION:



No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
6	1127816	7	220	1128036	0.71%	0.48%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
-	-	9	253	253

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 15 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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.

The relevant records relating to E - Voting and Poll were sealed and handed over to the Company Secretary for safe keeping.



<u>Remarks</u>

Apart from the above mentioned resolution wise invalid ballot papers, there were also 19 (Nineteen) invalid Ballot papers due to following reasons;

- i) 10 Ballot papers were invalid as there was no record found as on record date.
- ii) 9 Ballot papers were invalid due to not mentioning of number of share or folio or assent/dissent.

Thanking you

Yours Sincerely For DMK ASSOCIATES COMPANY SECRETARIES

DEEPAK KUKREJA SCRUTINIZER (Practicing Company Secretary) 31/36, Basement, Old Rajinder Nagar Delhi - 110060 FCS No: 4140 CP No: 8265

Date : September 11, 2014 Place : New Delhi

Signed by Shri Anil Kumar Mittal Chairman and Managing Director