

DMK ASSOCIATES

COMPANY SECRETARIES

POSTAL BALLOT SCRUTINIZER REPORT FOR M/S KRBL LIMITED

To,

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

SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT

Dear Sir,

The Board of the Company at its meeting held on 5th August, 2014 has appointed us as Scrutinizer pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, to conduct the Postal Ballot process for E voting and Physical Ballot Form in a fair and transparent manner in respect of following Five (5) resolutions:

Resolution Number	Type of Resolution	For
1.	Special Resolution	To grant the authorization for Borrowing Money u/s 180 (1) (c) of the Companies Act, 2013
2.	Special Resolution	To grant the approval for providing Security u/s 180 (1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company
3.	Special Resolution	To grant the approval of acceptance of Deposits from Members and/or Public u/s 73 and 76 of the Companies Act, 2013
4.	Special Resolution	To grant the approval of Transactions with Related Parties u/s 188 of the Companies Act, 2013
5.	Special Resolution	To give authority to make loan(s), give guarantee(s) and make investment(s) in other bodies corporate(s)



WE SUBMIT OUR REPORT AS UNDER:

1. The Company has completed the dispatch of postal ballot notice(s), forms/ or electronic ballot on 12th August, 2014 along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 8th August, 2014.
2. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with clause 35B of Listing Agreement, the company has provided e-Voting facility to all its Members (including companies /FIs/FIIs etc.) to enable them to cast their votes electronically.
3. The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.
4. The e-voting results were unblocked by us on September 12, 2014 at 10:00 a.m. in the presence of two witnesses.
5. Particulars of all the postal ballot forms received from the Members in physical forms(s) and electronic ballot report generated from CDSL have been entered in a register separately maintained for the purpose.
6. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes containing the physical ballot were opened in our presence in due course of the scrutiny on September 12, 2014. Also we have downloaded the E-voting report from the CDSL website in respect of members who voted through e-voting.
8. All the postal ballot forms and e votes received upto 6:00 pm on September 11, 2014 i.e. last date and time fixed by the company for receipt of the same, were considered and none of the envelope /postal ballot forms received after due date were considered for the purpose of the this report.
9. The Postal ballot forms and electronic ballots were matched with Register of members of the Company/ list of beneficiaries as on 8th August, 2014.
10. There were 157 envelopes containing postal ballot form /notice, which were returned undelivered. These envelope have not been opened and are kept separately
11. We did not find any defaced or mutilated ballot paper.

12. The Members exercised their voting either by electronic or physical mode. There was no case wherein a Member opted for both facilities.
13. The total paid up shares 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/- .
14. After our scrutiny, the summary of postal ballot is given below:-

Resolution No. 1

S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	Total no. of votes cast(shares) through E-voting and physical postal ballot forms	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot received	105	27961153	73	162854211	190815364	100.00	81.07
2.	Less: invalid votes	14	4123	0	0	4123	0.01	0.01
3.	Net valid votes	91	27957030	73	162854211	190811241	99.99	81.06
4.	With Assent	86	27591048	51	156151785	183742833	96.29	78.06
5.	With dissent	5	365382	22	6701854	7067236	3.70	3.00

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. 1 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.



Resolution No. 2

S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	Total no. of votes cast(shares) through E-voting and physical postal ballot forms	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot received	105	27961153	73	162854211	190815364	100.00	81.07
2.	Less: invalid votes	14	4123	0	0	4123	0.01	0.01
3.	Net valid votes	91	27957030	73	162854211	190811241	99.99	81.06
4.	With Assent	86	27590998	52	156151795	183742793	96.29	78.06
5.	With dissent	5	365232	21	6701844	7067076	3.70	3.00

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. 2 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 3

S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	Total no. of votes cast(shares) through E-voting and physical postal ballot forms	% of total number of valid votes cast	% of Total Paid up Equity Shares



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1.	Total postal ballot received	105	27961153	73	162854211	190815364	100.00	81.07
2.	Less: invalid votes	14	4123	0	0	4123	0.01	0.01
3.	Net valid votes	91	27957030	73	162854211	190811241	99.99	81.06
4.	With Assent	86	27590998	50	155760183	183351181	96.09	77.89
5.	With dissent	4	365132	23	7093456	7458588	3.90	3.17

REMARKS: One Member holding 500 shares not voted for resolution no. 3.

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. 3 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 4

S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)-Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	Total no. of votes cast(shares) through E-voting and physical postal ballot forms	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot received	105	27961153	73	162854211	190815364	100.00	81.06
2.	Less: invalid votes	15	27525273	16	108626024	136151297	71.35	57.84
3.	Net valid votes	90	435880	57	54228187	54664067	28.65	23.22
4.	With Assent	80	65898	31	47511841	47577739	87.04	20.21



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5.	With dissent	9	369082	26	6715774	7084856	12.96	3.01
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REMARKS:

- i) One Member having 500 shares not voted for resolution no. 4.
- ii) We found that 17 shareholders (out of which 1 in physical and 16 in electronic mode have voted) those are in promoter and promoters group holding 136147174 equity shares, are related parties. They all have voted in favour of the resolution, therefore their votes have been considered invalid for this resolution.

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. 4 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 5

S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	Total no. of votes cast(shares) through E-voting and physical postal ballot forms	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot received	105	27961153	73	162854211	190815364	100.00	81.07
2.	Less: invalid votes	14	4123	0	0	4123	0.01	0.01
3.	Net valid votes	91	27957030	73	162854211	190811241	99.99	81.06
4.	With Assent	83	27587848	47	156138288	183726136	96.28	78.05
5.	With dissent	8	368382	26	6715351	7083733	3.71	3.01



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. 5 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.

15. The Register of Postal Ballot maintained in electronic form containing details of e-voting and physical voting separately.
16. We have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Raman Sapra, Company Secretary of the Company (who has been authorized by the Board to supervise the postal ballot process).
17. You may accordingly declare the result of the voting by Postal Ballot.

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 12, 2014

Place : New Delhi