

CONSOLIDATED SCRUTINIZER'S REPORT
KRBL LIMITED

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

TO,
THE CHAIRMAN,
KRBL LIMITED
CIN-L01111DL1993PLC052845
5190, Lahori Gate,
Delhi-110006

SUB: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the Annual General Meeting of KRBL Limited("Company") held on Thursday, September 28, 2023, at 12:00 P.M. through video conferencing ('VC') / other audio visual means('OAVM').

Dear Sir,

- 1) The Board of Directors of the Company at its meeting held on Thursday, August 10, 2023 have appointed us as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at its Annual General Meeting ("AGM") in fair and transparent manner.
- 2) In accordance with General Circulars No. Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred "MCA Circulars"), physical attendance of the shareholdersto the AGM venue is not required and general meeting may be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").
- 3) The Company had engaged Central Depository Services(India) Limited("CDSL") as the service provider, for extending the facility of electronic voting (Remote e-voting and e-voting facility provided during the AGM) to the shareholders of the Company.
- 4) The remote e-voting process was started on Monday, September 25, 2023 at 9:00 A.M. and ended on Wednesday, September 27, 2023 at 5:00 P.M.
- 5) We have monitored the process of e-Voting through the scrutinizer's secured link provided by CDSL through its designated website.



- 6) On completion of the e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by me in the presence of two witnesses who were not in the employment of the company and were counted and I have downloaded the e-voting report from the website of CDSL in respect of the shareholders, who voted through the e-Voting.
- 7) We have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
- 8) As on September 21, 2023 i.e. the **cut-off date**, there were 71,632 shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through remote e-voting as well as e-voting facility provided at the AGM of the Company.
- 9) The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013, the Rules including MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM ("Notice").
- 10) Our responsibility as a Scrutinizer for the e-voting process (Remote e-voting and e-voting facility provided during the AGM) is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by CDSL.
- 11) We now submit the consolidated Report as under on the result of the remote e-voting and e-voting done during the AGM in respect of the said resolutions.

ORDINARY BUSINESS

RESOLUTION NO.1- ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
303	14,43,41,020	99.9585



(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
16	59,868	0.0415

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

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

RESOLUTION NO.2 -ORDINARY RESOLUTION

To declare a final dividend of ₹1/- (100%) per equity share on 23,53,89,892 equity shares of ₹1/- each for the financial year 2022-23.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votesCast	% of total number of valid votes cast
305	14,44,53,202	99.9999

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
15	111	0.0001

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0



RESULT

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

RESOLUTION NO. 3 -ORDINARY RESOLUTION

To appoint a Director in place of Ms. Priyanka Mittal (DIN: 00030479), who retires by rotation and being eligible, offers herself for re-appointment.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votesCast	% of total number of valid votes cast
254	14,20,49,148	98.3370

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
64	24,02,282	1.6630

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

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

RESOLUTION NO. 4 - ORDINARY RESOLUTION

To re-appoint M/s. Walker Chandiook & Co LLP as Statutory Auditors of the company for a further term of five years



(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
295	14,44,50,288	99.9992

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
20	1,142	0.0008

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

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

SPECIAL BUSINESS

RESOLUTION NO. 5 – ORDINARY RESOLUTION

Ratification and confirmation of remuneration of Cost Auditors for the financial year 2023-24.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
293	14,44,50,263	99.9992



(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
22	1,167	0.0008

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

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

RESOLUTION NO. 6 - SPECIAL RESOLUTION

Appointment of Mr. Surinder Singh (DIN: 08200756) as an Independent Non - Executive Director of the Company.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
292	144431677	99.9864

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
22	19673	0.0136

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0



RESULT

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

RESOLUTION NO. 7 - SPECIAL RESOLUTION

Approval for revision in remuneration of Ms. Priyanka Mittal, Whole Time Director of the Company.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
217	1,02,41,619	68.3928

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
87	47,33,077	31.6072

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

As the number of votes cast in favor of the resolution was not more than three times of the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is not approved by the members.

RESOLUTION NO. 8 - ORDINARY RESOLUTION

Approval for Revision in remuneration of Mr. Ashish Mittal, holding office or place of profit in the Company.



(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
213	21,99,374	32.6706

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
88	45,32,602	67.3294

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
4	82,42,800

RESULT

As the number of votes cast in favour of resolution was less than the number of votes cast in against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is not approved by the members.

RESOLUTION NO. 9 - ORDINARY RESOLUTION

Approval for Revision in remuneration of Mr. Kunal Gupta, holding office or place of profit in the Company.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
212	21,99,294	32.6694



(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
89	45,32,682	67.3306

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
3	82,42,700

RESULT

As the number of votes cast in favour of resolution was less than the number of votes cast in against, we report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is not approved by the members.

RESOLUTION NO. 10 - ORDINARY RESOLUTION

Approval for Revision in remuneration of Mr. Akshay Gupta, holding office or place of profit in the Company.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
212	21,99,294	32.6696

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
89	45,32,682	67.3306

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
4	82,42,800



RESULT

As the number of votes cast in favour of resolution was less than the number of votes cast in against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is not approved by the members.

RESOLUTION NO. 11 – ORDINARY RESOLUTION

Approval for Revision in remuneration of Mr. Ayush Gupta, holding office or place of profit in the Company.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
212	21,99,292	32.6693

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
89	45,32,684	67.3307

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
4	82,42,800

RESULT

As the number of votes cast in favour of resolution was less than the number of votes cast in against, we report that the Ordinary Resolution with regard to Item no. 11 as set out in the Notice of the AGM is not approved by the members.

- 12) The electronic data and other relevant records relating to e-voting & remote e-voting is under our safe custody until the chairman considers, approves and sign



the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you
Yours Sincerely

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

**Date: 28.09.2023
Place : New Delhi
UDIN No.: F004140E001117296**



**(DEEPAK KUKREJA)
PARTNER
FCS, LLB., ACIS (UK), IP
CP No.8265
ACS No. 4140
Peer Review No. 779/2020**

FOR KRBL LIMITED

**(Jyoti Verma)
Company Secretary & Compliance Officer
Membership No: F7210**