



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009 Krishna Building, 224 A.J.C. Bose Road

Kolkata - 700 017, West Bengal

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

PAN No - AFMPK8774Q

Service Tax Registration No. - AFMPK8774QST002

Date: September 9, 2014

To,

The Chairman,
Kiran Vyapar Limited,
Krishna, Room no. 706, 7th Floor,
224, A.J.C. Bose Road
Kolkata - 700 017.

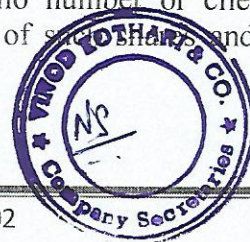
Sub: Scrutinizer's Report on passing of resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

We, M/s. Vinod Kothari and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Kiran Vyapar Limited ('Company') on August 7, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner under the provisions of clause (ix) of sub-rule 3 of Rule 20 of Companies (Management and Administration) Rules, 2014.

The management of the Company is responsible to ensure compliance with the requirements of the related provisions of the Companies Act, 2013 and allied Rules pertaining to voting by electronic means on the Resolutions as contained in the Notice to 18th Annual General Meeting of the Company dated August 7, 2014. Our responsibility as a Scrutinizer for the e-voting process is restricted to preparing and submitting this Scrutinizer's Report on the votes cast in favour of or against the Resolutions contained in the Notice based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

We have maintained register electronically to record the votes cast in favour of or against the resolutions, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of shares and whether the shares have differential voting rights.



Mumbai Office: 601-C, Neelkanth; 98, Marine Drive, Mumbai- 400 002

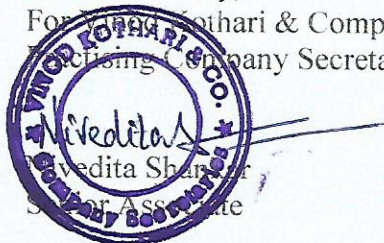
Phone: 022-22817427

In terms of the Notice convening the 18th AGM of the Company, the e-voting period was open from 10.01 A.M. on September 3, 2014 to 6.00 P.M on September 5, 2014. The members of the Company holding shares as on August 8, 2014 were entitled to vote on the Resolutions as set out in the said Notice during the e-voting period. The votes cast were unblocked on September 6, 2014 in the presence of two witnesses, who were not in the employment of the Company.

Based on the results made available, 61 (sixty one) Members have cast their votes on the e-voting platform and we have annexed with this Report, the details and analysis of the e-voting results for each of the 13 (thirteen) agenda items in the said Notice and marked as '*Annexure*'.

The register and other relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of 18th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,
For Vinod Kohari & Company
Practising Company Secretaries



Place: Kolkata

Annexure

Details and Analysis of E-voting Results

Agenda Item no.	1
Particulars of resolution	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31 st March, 2014 and Balance Sheet as at that date together with reports of the Board of Directors and Auditors thereon.
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	61	20766668	100	80.12
Dissent	0	0	0	0
Invalid	0	0	0	0

Agenda Item no.	2
Particulars of resolution	To consider declaration of dividend on equity shares
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	61	20766668	100	80.12
Dissent	0	0	0	0
Invalid	0	0	0	0

Agenda Item no.	3
Particulars of resolution	To appoint a Director in place of Mr. Yogesh Bangur (DIN 02018075), who retires by rotation and being eligible, offers himself for re-appointment
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0		0



Agenda Item no.	4
Particulars of resolution	To appoint M/s. Agarwal Maheswari & Co., Chartered Accountants, as Statutory Auditors of the Company and to authorize Board of directors to fix their remuneration.
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	57	20759468	99.97	80.09
Dissent	4	7200	0.03	0.03
Invalid	0	0	0	0

Agenda Item no.	5
Particulars of resolution	Appointment of Mr. Lakshmi Niwas Bangur (DIN 00012617) as a Director of the Company under the provisions of Section 149, 152 of the Companies Act, 2013
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0

Agenda Item no.	6
Particulars of resolution	Appointment of Mr. Amitav Kothari (DIN 01097705) as an Independent Director of the Company under the provisions of Section 149, 152 of the Companies Act, 2013
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0



Agenda Item no.	7
Particulars of resolution	Appointment of Mr. Bhaskar Banerjee (DIN 00013612) as an Independent Director of the Company under the provisions of Section 149, 152 of the Companies Act 2013.
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0

Agenda Item no.	8
Particulars of resolution	Appointment of Mr. Rajiv Kapasi (DIN 02208714) as an Independent Director of the Company under the provisions of Section 149, 152 of the Companies Act 2013.
Type of resolution	Ordinary

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0

Agenda Item no.	9
Particulars of resolution	Approval of terms of appointment and remuneration of Mr. Shreeyash Bangur (DIN 00012825) as the Managing Director of the Company under the provisions of the Companies Act, 2013 for a period of 3 years from November 4, 2013
Type of resolution	Special

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0



Agenda Item no.	10
Particulars of resolution	Amendments in the Articles of Association of the Company by adoption of new set of Articles of Association of the Company as per Company Act, 2013 in substitution for existing Articles of Association of the Company.
Type of resolution	Special

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	57	20761468	99.975	80.10
Dissent	4	5200	0.025	0.02
Invalid	0	0	0	0

Agenda Item no.	11
Particulars of resolution	Payment of remuneration by way of Commission to Non-Executive Directors (including Independent Directors) for a period of 5(five) financial years commencing from April 1, 2014
Type of resolution	Special

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0

Agenda Item no.	12
Particulars of resolution	Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto ₹700 crores over and above the aggregate of the paid up share capital and free reserves of the Company
Type of resolution	Special

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0



Agenda Item no.	13
Particulars of resolution	Approval under Section 180(1)(a) of the Companies Act, 2013 for mortgaging and/or charging immovable/movable properties of the Company upto ₹700 Crores.
Type of resolution	Special

Particulars	No. of members e-voting	No. of votes cast electronically	% of total votes received	% on total shares
Received	61	20766668	100	80.12
Assent	56	20759168	99.96	80.09
Dissent	5	7500	0.04	0.03
Invalid	0	0	0	0

