



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

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

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726EST001

Date: October 1, 2015

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

Sub: Consolidated Report of Scrutinizer for 19th Annual General Meeting of the Shareholders of Kiran Vyapar Limited Held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700 033, West Bengal, on Wednesday, the September 30, 2015 at 2:00 P.M.

Dear Sir,

In terms of board resolution dated August 03, 2015, Vinod Kothari & Company has been appointed as the scrutinizer for the purpose of remote e-voting and voting through polling papers on the below mentioned Resolution(s) at the 19th Annual General Meeting of the Shareholders of Kiran Vyapar Limited Held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700 033, West Bengal, on Wednesday, the September 30, 2015 at 2:00 P.M.

We have separately, on even date, given our reports for the result of remote e-voting and the results of the polling process carried at the Meeting. This consolidated report is to be read along with those separate reports.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e., by remote e-voting and voting by poll at the AGM) for the resolutions contained in the Notice to 19th AGM of the Company. Our responsibility as a scrutinizer for remote e-voting is restricted to preparing and presenting a report on the votes cast 'in favour' or 'in against' the resolutions stated below.

We hereby submit our Consolidated Report as under:

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Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai- 400 002 Phone: 022-22817427



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1. The detailed consolidated results of the remote e-voting and poll on the matters put to vote at the 19th Annual General Meeting is as under:

Resolution No. 1: To receive, consider and adopt:							
a) the Audited Financial Statements of the Company for the financial year ended 31 st March 2015 including the Audited Balance Sheet as at 31 st March 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and							
b) the consolidated audited financial statements of the Company for the financial year 31 st March, 2015 including the Audited Balance Sheet as at 31 st March, 2015 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditor's Report thereon.							
Promoter/ Public	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	19391400	19391400	100	19391400	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	6528600	3753970	57.50	3750470	3500	99.91	0.09
Total	25920000	23145370	89.30	23141870	3500	99.98	0.02

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Resolution No. 2: To declare dividend on Equity Shares for the year ended 31st March, 2015.

Promoter/Pu blic	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	19391400	19391400	100	19391400	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	6528600	3753970	57.50	3750470	3500	99.91	0.09
Total	25920000	23145370	89.30	23141870	3500	99.98	0.02

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Resolution No. 3: To appoint a Director in place of Mr. Lakshmi Niwas Bangur (DIN 00012617), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Promoter/ Public	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	19391400	19391400	100	19391400	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public- Others	6528600	3753970	57.50	3750470	3500	99.91	0.09
Total	25920000	23145370	89.30	23141870	3500	99.98	0.02

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Resolution No. 4: To appoint M/s. Walker Chandiook & Co. LLP, as Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company do hereby appoint M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Firm Registration Number 001076N/N500013, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 24th Annual General Meeting, subject to ratification at every Annual General Meeting, held after this Annual General Meeting, at such remuneration and other terms and conditions as may be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee."

Promoter/Pu blic	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	19391400	19391400	100	19391400	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	6528600	3753970	57.50	3750470	3500	99.91	0.09
Total	25920000	23145370	89.30	23141870	3500	99.98	0.02

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Resolution No. 5: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s) as may be amended from time to time and Articles of Association of the Company, Ms. Sheetal Bangur (DIN 00003541), who was appointed as an Additional Director by the Board of Directors on the recommendation of the Nomination and Remuneration Committee pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

Promoter/PUBLIC	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	19391400	19391400	100	19391400	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	6528600	3753970	57.50	3750470	3500	99.91	0.09
Total	25920000	23145370	89.30	23141870	3500	99.98	0.02

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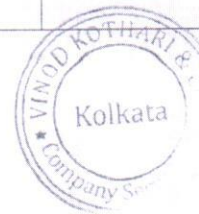
Resolution No. 6: To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 94(1) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Rule 5 (2) of the Companies (Management & Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to keep the Register of Members and other statutory registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto at the Branch Office of the Company situated at 7, Munshi Premchand Sarani, Hastings, Kolkata - 700022 or at the office of Registrar and Share Transfer Agent of the Company or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director or Company Secretary be and is hereby severally authorized to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this resolution"

Promoter/PUBLIC	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	19391400	19391400	100	19391400	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	6528600	3753970	57.50	3750470	3500	99.91	0.09
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2. The poll papers, record of votes cast through emote e-voting and all other relevant records such as authorizations will be sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

For Vinod Kothari & Company
Practising Company Secretaries
UIN P1996WB042300

Nivedita Shankar
Partner

Place: Kolkata

