

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

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

Date: 15th September, 2017

To,
The Chairman,
Krishna, 7th Floor, Room No. 706,
224, A.J.C. Bose Road,
Kolkata- 700017
India

Re: Report of Scrutinizer for 21st Annual General Meeting of the Shareholders of Kiran Vyapar Limited (hereinafter referred to as "Company") held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700033, on Thursday, 14th day of September, 2017 at 1:30 P.M.

Dear Sir,

In terms of authority of the Board Resolution dated 27th May, 2017, the Company has appointed the undersigned, Mr. Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the voting process on the below mentioned resolutions at the 21st Annual General Meeting of the Company, held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700033 on Thursday, 14th day of September, 2017 at 1:30 P.M.

We have separately, on even date, given our report for the results of the polling process carried at the meeting, as required by Section 108 and 109 of the Companies Act, 2013 conducted at the 21st Annual General Meeting. This Consolidated Report is to be read along with the other Report as well.

We hereby submit our Consolidated Report as under:

- 1) The results of the voting on each resolution by adding the votes of the poll in favour or against a resolution with the remote e-voting in favour or against the same resolution are as under:

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Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi - 110 016



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Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01	68	23201181	100	0	0	0	4	605
No.02	68	23201181	100	0	0	0	4	605
No.03	67	23201106	100.00	1	75	0.00	4	605
No.04	67	23201106	100.00	1	75	0.00	4	605
No.05	46	3809706	100.00	1	75	0.00	4	605

2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the 21st Annual General Meeting is as under:

a) **Resolution No. 1:** To receive, consider and adopt:

- the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and

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- Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
- the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19391400	19391400	100	19391400	0	100	0
	Poll		0	0	0	0	0	0
	Total		19391400	100	19391400	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1280601	19.62	1280601	0	100	0
	Poll		2529180	38.74	2529180	0	100	0
	Total		3809781	58.36	3809781	0	100	0
Total		25920000	23201181	89.51	23201181	0	100	0

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- b) **Resolution No.2:** To declare dividend on Equity Shares for the financial year ended 31st March, 2017.

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19391400	19391400	100	19391400	0	100	0
	Poll		0	0	0	0	0	0
	Total		19391400	100	19391400	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1280601	19.62	1280601	0	100	0
	Poll		2529180	38.74	2529180	0	100	0
	Total		3809781	58.36	3809781	0	100	0
Total		25920000	23201181	89.51	23201181	0	100	0

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- c) **Resolution 3:** To appoint a director in place of Shri Lakshmi Niwas Bangur (DIN 00012617), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19391400	19391400	100	19391400	0	100	0
	Poll		0	0	0	0	0	0
	Total		19391400	100	19391400	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1280601	19.62	1280526	75	99.99	0.01
	Poll		2529180	38.74	2529180	0	100.00	0.00
	Total		3809781	58.36	3809706	75	100.00	0.00
Total		25920000	23201181	89.51	23201106	75	100.00	0.00

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d) **Resolution 4:** To ratify the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 22nd Annual General Meeting (2017-18) of the Company and to authorize the Board of Directors 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:-

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder, as amended from time to time, the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company, be and is hereby ratified for conducting the statutory audit for the financial year 2017-18, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable Goods and Services Tax (GST) and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.”



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Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19391400	19391400	100	19391400	0	100	0
	Poll		0	0	0	0	0	0
	Total		19391400	100	19391400	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1280601	19.62	1280526	75	99.99	0.01
	Poll		2529180	38.74	2529180	0	100.00	0.00
	Total		3809781	58.36	3809706	75	100.00	0.00
Total		25920000	23201181	89.51	23201106	75	100.00	0.00

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e) **Resolution 5:** To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (the “Act”) read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract or arrangement with the following related parties of the Company, as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI LODR, during the financial year 2017-18 and thereafter as mentioned below on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, notwithstanding the fact that all these transactions during the financial year 2017-18, in aggregate, may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statement or any materiality threshold as may be applicable, from time to time, under the SEBI LODR –

Sl. No.	Name of Related Party	Nature of Relationship	Nature and Particulars of Transaction	Value of Transaction
				Max. Amount (Rs. in crores)
1.	Placid Limited	Associate	Granting of Loans	75
2.	Maharaja Shree Umaid Mills Limited	Group	Granting of Loans	100

RESOLVED FURTHER THAT Mr. Lakshmi Niwas Bangur, Director, Mr. Shreyash Bangur, Managing Director and Ms. Sheetal Bangur, Director, be and are hereby severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.



Sheetal

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Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19391400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	6528600	1280601	19.62	1280526	75	99.99	0.01
	Poll		2529180	38.74	2529180	0	100.00	0.00
	Total		3809781	58.36	3809706	75	100.00	0.00
Total		25920000	3809781	14.70	3809706	75	100.00	0.00

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Note:

- a) *Invalid votes/polling papers have not been taken into account for counting valid votes.*
- b) *In compliance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the votes cast by the related parties have not been considered in computing the result of Resolution no. 5 (either through physical ballots or through electronic voting) and the same has been treated as invalid.*
- c) *Figures have been rounded off to their nearest numbers for ease of representation.*

All the above Resolutions are passed with requisite majority.

The details of the remote e-voting process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

Place: Kolkata

Date: 15th September, 2017

For Vinod Kothari & Company
Practising Company Secretaries



A handwritten signature in blue ink, appearing to read "Arun Kumar Maitra".

Arun Kumar Maitra
Partner
CP No.: 14490