

KIRAN VYAPAR LIMITED

Date of the AGM/EGM	14.09.2018
Total number of shareholders on record date	3393
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	19
Public:	71
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public	

Item No. 1: Adoption of the Standalone and Consolidated Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		19391400	19391400	100.00	19391400	0	100.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0	0.00	0	0	0.00
Public Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0.00
	Poll		2560444	39.22	2560444	00	100.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		6528600	3838944	58.80	3838944	0	100.00
Total		25920000	23230344	89.62	23230344	0	100.00	0.00



Item No. 2: Declaration of Dividend on Equity Shares of the Company for the Financial Year ended 31 st March, 2018								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		19391400	19391400	100.00	19391400	0	100.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0	0.00	0	0	0.00
Public Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0.00
	Poll		2560444	39.22	2560444	0	100.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		6528600	3838944	58.80	3838944	0	100.00
Total		25920000	23230344	89.62	23230344	0	100.00	0.00



Item No. 3: Appointment of Director in place of Ms. Sheetal Bangur (DIN 00003541), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.								
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						Yes		
Category	Mode of Voting	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		19391400	19391400	100.00	19391400	0	100.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0	0.00	0	0	0.00
Public Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0.00
	Poll		2560444	39.22	2560444	0	100.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		6528600	3838944	58.80	3838944	0	100.00
Total		25920000	23230344	89.62	23230344	0	100.00	0.00



Item No. 4 Ratification of the appointment of M/s. Walker Chandiook & 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 23rd Annual General Meeting (2018-19) of the Company on such remuneration as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Company in accordance with section 139, 141, 142 of the Companies Act, 2013.

Resolution required : (Ordinary/Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		19391400	19391400	100.00	19391400	0	100.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0	0.00	0	0	0.00
Public Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0.00
	Poll		2560444	39.22	2560444	0	100.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		6528600	3838944	58.80	3838944	0	100.00
Total		25920000	23230344	89.62	23230344	0	100.00	0.00



Item No. 5: Approval of Material Related Party contracts or arrangement in terms of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution required : (Ordinary/Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution	Yes

Category	Mode of Voting	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) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	19391400	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		19391400	0	00.00	0	0	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		0	0	0.00	0	0	0.00
Public Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0.00
	Poll		2560444	39.22	2560444	0	100.00	0.00
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		6528600	3838944	58.80	3838944	0	100.00
Total		25920000	3838944	14.81	3838944	0	100.00	0.00

Thanking You,

Yours faithfully,

For Kiran Vyapar Limited

P.K. Ojha
Pradip Kumar Ojha
Company Secretary



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

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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

Re: Consolidated Report of Scrutinizer for 22nd (Twenty Second) 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 Friday, 14th day of September, 2018 at 2:30 P.M.

Dear Sir,

In terms of authority of the Board Resolution dated 15th May, 2018, the Company has appointed 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 remote e-voting and the voting process conducted on the below mentioned Resolutions passed at the 22nd Annual General Meeting ("Company") of the Company, held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata- 700033 on Friday, 14th day of September, 2018 at 2.30 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 22nd 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 summary of the results of the voting on each resolution by adding the votes received in favour and against a resolution by both the means i.e., through poll as well as remote e-voting are as under:

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22614021; 022 30447498

Delhi Office: A/11, Hauz Khas, New Delhi- 110 016



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PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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	66	23230344	100	0	0	0	4	6022
No.02	66	23230344	100	0	0	0	4	6022
No.03	66	23230344	100	0	0	0	4	6022
No.04	66	23230344	100	0	0	0	4	6022
No. 05	47	3838944	100	0	0	0	4	6022

2. The consolidated result of the remote e-voting and the poll on the matter put to vote at the 22nd Annual General Meeting is as under:

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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, 2018 including the Audited Balance Sheet as at 31st March, 2018 and 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, 2018 including the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.

Resolution required:			Ordinary Resolution					
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 Promot	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0

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Udyog Aadhaar Number - WB10D0000448

er Group	Poll		0	0	0	0	0	0
	Total		19391400	100.00	19391400	0	100.00	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	0
Public-Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0
	Poll		2560444	39.21	2560444	0	100.00	0
	Total		3838944	58.80	3838944	0	100.00	0
Total		25920000	23230344	89.62	23230344	0	100.00	0

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b) Resolution No. 2 : To declare dividend on Equity Shares for the financial year ended 31st March, 2018

Resolution required:		Ordinary Resolution						
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	100.00	19391400	0	100.00	0
	Poll		0	0	0	0	0	
	Total		19391400	100.00	19391400	0	100.00	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	

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	Total	0	0	0	0	0	0	0
Public- Non Instituti ons	E- Voting	6528600	1278500	19.58	1278500	0	100.00	0
	Poll		2560444	39.21	2560444	0	100.00	0
	Total		3838944	58.80	3838944	0	100.00	0
Total		25920000	23230344	89.62	23230344	0	100.00	0

- c) Resolution No.3: To appoint a Director in place of Ms. Sheetal Bangur (DIN 00003541), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

Resolution required:		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	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

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Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		19391400	100.00	19391400	0	100.00	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	0
Public-Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0
	Poll		2560444	39.21	2560444	0	100.00	0
	Total		3838944	58.80	3838944	0	100.00	0
Total		25920000	23230344	89.62	23230344	0	100.00	0

- d) Resolution no. 4: To ratify the appointment of M/s. Walker Chandiook & 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 23rd Annual General Meeting (2018-19) 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.

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Udyog Aadhaar Number – WB10D0000448

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 23rd Annual General Meeting of the Company, be and is hereby ratified for conducting the statutory audit for the financial year 2018-19, 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."

Resolution required:			Ordinary Resolution					
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	100.00	19391400	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		19391400	100.00	19391400	0	100.00	0

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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	0
Public-Non Institutions	E-Voting	6528600	1278500	19.58	1278500	0	100.00	0
	Poll		2560444	39.21	2560444	0	100.00	0
	Total		3838944	58.80	3838944	0	100.00	0
Total		25920000	23230344	89.62	23230344	0	100.00	0

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 2018-19 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 2018-19, 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 –

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[Handwritten signature]

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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Kolkata – 700 017, India

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email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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	100
2.	Maharaja Shree Umaid Mills Limited	Group	Granting of Loans	125

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.

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Resolution required:			Ordinary Resolution					
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	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting	6528600	1278500	19.58	1278500	0	100	0

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Public-Non Institutions	Poll		2560444	39.21	2560444	0	100	0
	Total		3838944	58.80	3838944	0	100	0
Total		25920000	3838944	14.81	3838944	0	100	0

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 results of Resolution no. 5 (either through physical ballots or through electronic voting).

c) Figures have been rounded off to their nearest numbers for ease of representation.

All the above Resolutions have been passed with requisite majority.

The details of the remote e-voting, polling 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, 2018

For Vinod Kothari & Company
Practising Company Secretaries



Arun Kumar Maitra

Arun Kumar Maitra
Partner
CP No.: 14490

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