

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,
7, Munshi Premchand Sarani,
Hastings, Kolkata-700022
India

Sub: Consolidated Scrutinizer’s Report on remote e-voting and e-voting conducted during the meeting pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 24th Annual General Meeting (the “AGM”) of the Members of Kiran Vyapar Limited (the “Company”) held on Monday, the 28th day of September, 2020 at 12:30 pm through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’)

Dear Sir,

1. We, Vinod Kothari & Company, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated June 15, 2020 for the purpose of scrutinizing the remoter e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of Companies Act, 2013 (**‘the Act’**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**‘MGT Rules’**) read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) on the businesses contained in Notice of the 24th AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 24th AGM, the Company availed services of Central Depository Services Limited (**‘CDSL’**) and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs (**‘MCA’**) relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the AGM. Our responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer’s Report of the votes cast “IN FAVOUR” or “AGAINST”

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the business set out in the Notice of AGM, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company

4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the “cut-off date” of September 21, 2020 commenced on September 25, 2020 at 10:00 am and ended on September 27, 2020 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" as aforesaid were entitled to vote on the resolutions as contained in the Notice of the AGM. The CDSL e-voting platform was re-opened during the AGM and kept open for 30 minutes after the AGM.
6. The votes cast under remote e-voting facility were unblocked thereafter. We have scrutinized and reviewed the remote e-voting and e-voting conducted during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
7. We now submit the Consolidated Report as under:

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. **The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020 including the Audited Balance Sheet as at 31st March, 2020 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 Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 including the Audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
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57	23145268	99.97%
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(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	6361	0.03%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 2: Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
57	23145268	99.97%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	6361	0.03%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

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Resolution 3: Ordinary Resolution

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.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
56	23145158	99.97%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	6471	0.03%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 4: Ordinary Resolution

To appoint M/s. Walker Chandiook & Co. LLP, Chartered Accountants, bearing Registration No. 001076N/N500013, as Statutory Auditors of the Company for a 2nd term of 5 (five) consecutive years i.e. from the conclusion of the ensuing 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
56	23145158	99.97%

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(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	6471	0.03%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 5: Special Resolution

Approve private placement of Non-Convertible Debentures.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
56	23145158	99.97%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	6471	0.03%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

8. In view of the above scrutiny, we hereby certify that all the above Resolutions have been passed with requisite majority on September 28, 2020.

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9. The details of the remote e-voting and electronic voting at the meeting along with such as authorizations as have been received, will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

10. Figures have been rounded off to two decimal places for ease of representation.

**For Vinod Kothari & Company
Practicing Company Secretaries**

Date: September 29, 2020

Place: Kolkata

Pammy Jaiswal

Partner

ACS: A48046

COP:18059