

BMA & ASSOCIATES

Chartered Accountants

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Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
KCIL Limited
8, Bentinck Street, Ground Floor,
Taheer Mansion
Kolkata-700001

Dear Sir,

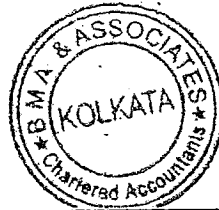
Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

I, Gurjot Singh Gulati, Practicing Chartered Accountant (Membership No: 307868) and partner of M/s. BMA & Associates, Chartered Accountants, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of KCIL Limited ("Company"), vide resolution dated 30th May, 2018, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 to conduct "the E-voting process in respect of the below mentioned resolutions to be passed at the 41st Annual General Meeting of the Company, held on Thursday, the 27th September, 2018 at 10:30A.M. at the registered office of the company at 8 Bentinck Street, Ground Floor, Taheer mansion, Kolkata-700001.

The Company had also provided the facility of voting through ballot paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

The Company has engaged Central Depository Services Limited ("CDSL") as the authorized agency to provide secured system for remote e-voting process.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 41st Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through the electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by the



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Central Depository Services Limited ("CDSL") and the report generated by use of ballot papers at the meeting.

Further to the above, I submit my report as under:-

- i) The e-voting period remained open from 24th September, 2018 (10:00 am) to 26th September, 2018 (5:00 pm)
- ii) The Members of the Company as on the "cut-off date (record date for the purpose of e-voting, i.e. September 20th, 2018) were entitled to vote on the resolutions (item no. 1 to 3 as set out in the Notice dated 30th May 2018 of 41st AGM of the Company).
- iii) After the close of period for remote e-voting and before the start of the general meeting, the details of the members who had cast their votes through remote e-voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module of CDSL, to ensure that members who have cast their votes through remote e-voting do not vote again at the AGM.
- iv) At the 41st AGM, the Chairman declared that for voting by ballot paper, a duly locked ballot box is kept for polling.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Mr S K Chaubey and Ms. Devarchana Sarkar, who are not in employment of the Company.
- vi) The ballot papers which were incomplete and/or wrongly filled and/or otherwise found defective have been treated as invalid and kept separately and not considered for the purpose of this report.
- vii) After counting the votes cast by members and proxy holders present at the 41st AGM through ballot papers, the votes cast through remote e-voting were unblocked on 27th September 2018 at 1:00 p.m." In the presence of two witnesses, Mr. S K Chaubey and Ms. Devarchana Sarkar, who are not in employment of the Company. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL.
- viii) Based on the reports generated from the CDSL e-voting website and the voting through ballot paper at the 41st AGM, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies Amendment Rules, 2015, is as under:



Girish S Guha

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A. ORDINARY BUSINESS

1. As an Ordinary Resolution – item No.1 :

Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

I. Voted in favour of the resolution :

<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	78050	52
Voting through Ballot Forms	6	71650	48
Total	10	149700	100

II. Voted against the resolution :

<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	0	0	0
Voting through Ballot Forms	0	0	0
Total	0	0	0

III. Invalid votes :

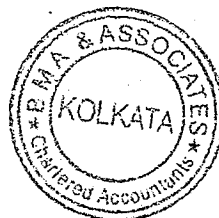
<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	0	0
Total	0	0

2. As an Ordinary Resolution – Item No.2 :

Re-appointment of Sri Dronesh Singhania (DIN 00518762) as a Director, who retires by Rotation and being eligible, offers himself for re-appointment.

I. Voted in favour of the resolution :

<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	78050	52
Voting through Ballot Forms	6	71650	48
Total	10	149700	100



Gujeet Singhania

(4)

II. Voted against the resolution :

<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	0	0	0
Voting through Ballot Forms	0	0	0
Total	0	0	0

III. Invalid votes :

<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	0	0
Total	0	0

3. As an Ordinary Resolution – Item No.3 :

Appointment of M/s. N K Jain & Co., Chartered Accountants (Firm Registration No.304078E) as Statutory Auditors for the Financial Year 2018-19 and fixing their remuneration.

I. Voted in favour of the resolution :

<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	4	78050	52
Voting through Ballot Forms	6	71650	48
Total	10	149700	100

II. Voted against resolution :

<i>Mode of Voting</i>	<i>No. of Folios Casting Votes</i>	<i>Total No. of Votes Cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	0	0	0
Voting through Ballot Forms	0	0	0
Total	0	0	0



Praveen Kumar

(5)

III. Invalid votes :

Mode of Voting	No. of Folios Casting Votes	Total No. of Votes Cast (Shares)
E-voting	0	0
Voting through Ballot Forms	0	0
Total	0	0

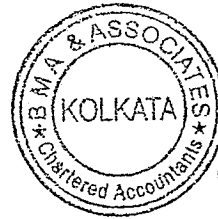
The Registers, all other papers and relevant records relating to e-voting, ballot papers and physical voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed to the Company.

Thanking You,

Place : Kolkata
Date : 27/09/2018

Yours Faithfully,

BMA & Associates
Chartered Accountants
Firm Reg no: 327444E



Gurjot Singh Gulati

Gurjot Singh Gulati
(Partner)
Memb No: 307868