

**FORM NO. MGT-13
REPORT OF SCRUTINIZER**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of
Companies (Management and Administration) Rules, 2014, as amended]*

To,
The Chairman,
KCL Limited
(Formerly Khemka Containers Limited)
E-292, Sarita Vihar, New Delhi 110044

Subject: Consolidated Scrutinizer's Report on E-voting and Poll conducted for the 39th
Annual General Meeting of KCL Limited held on Friday, 30th September 2022 at 01:00 PM
(IST) at the Registered Office at E-292, Sarita Vihar, New Delhi DL 110044.

Dear Sir,

I, Vivek Rawal, Partner of Vikas Verma & Associates, Company Secretaries in Practice having office at B-502, Statesman House, 148, Barakhamba Road, New Delhi -110001 were appointed as a Scrutinizer by the Board of Directors of **KCL Limited** ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 for the purpose of scrutinizing the e-voting and physical voting on the below mentioned resolutions contained in the Notice of 39th Annual General Meeting of KCL Limited held on Friday, 30th September, 2022 at 01:00 PM the Registered Office at E-292, Sarita Vihar, New Delhi DL 110044.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means and voting by poll by the Shareholders on the resolutions proposed in the **Notice of 39th Annual General Meeting** of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, through electronic means and by poll are conducted in a fair and transparent manner and to 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 and voting by poll at AGM



Office Address:- B-502, 5th Floor, Statesman House, 148, Barakhamba Road, New Delhi – 110001

Firm Registration No:- **P2012DE081400**, Udyog Aadhaar Number:- **DL03D0019626**

GST No.:- **07AAOFV2342L1ZR**, Peer Review Certificate No. **899/2020**

Off. No.:- 011 43029809, +91 9953573236

Website: www.vvanda.com

I, submit my report as under:

1. The electronic voting pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014 remained open to the members from 27th September, 2022 at 9:00 A.M. and ended on 29th September, 2022 at (5:00 P.M. IST). The members of the company as on cut-off date i.e. 23rd September, 2022 were entitled to vote on the resolutions as contained in the notice dated 8th September, 2022. After completion of the electronic voting period, the Vote were unblocked at 11:00 A.M. on 03rd October, 2022 in the presence of two witnesses.
2. At the Annual General Meeting of the Company, the Chairman called for a poll to facilitate the members present in the meeting who could not participate in the E-voting to cast their votes through poll process. Ballot box kept for polling papers was locked with due identification marked placed by us.
3. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
4. We have already submitted our report for the poll taken at the meeting in form no. MGT-13 to chairman separately as per Section 109 of the Companies Act, 2013.
5. Total **8 members** attended the meeting.
6. We have found Ballot Paper of Mr. Sanjeev Khemka invalid on account of not mentioning of Number of Shares.
7. The Consolidated results of the E-Voting and Poll taken are as under:-

ITEM NO.1: ORDINARY RESOLUTION

Adoption of the Audited financial statement of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon.

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	1	200	0.012%
Electronic (E voting)	7	1688975	99.97%
Total	8	1689175	99.98%



2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	0.012%
Total	1	200	0.012%

3. Invalid Votes/ Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 2: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Ashish Khemka (holding DIN No 00103321), who retires by rotation, and being eligible, offers himself for re-appointment

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	1	200	0.012%
Electronic (E voting)	7	1688975	99.97%
Total	8	1689175	99.98%

2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	0.012%
Total	1	200	0.012%

3. Invalid Votes/ Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875



Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 3: ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Sanjeev Khemka (holding DIN No 00103295), who retires by rotation, and being eligible, offers himself for re-appointment

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	0	0	0
Total	0	0	0

2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	1	200	0.012
Electronic (E voting)	8	1689175	99.98%
Total	9	1689375	100%

3. Invalid Votes/ Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 4: ORDINARY RESOLUTION

To re-appoint M/s Deepanshu A Goel & Associates (Firm Registration No. 038933N) as Statutory Auditor of the Company:

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	1	200	0.012%
Electronic (E voting)	7	1688975	99.97%



Total	8	1689175	99.98%
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2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	0.012%
Total	1	200	0.012%

3. Invalid Votes/Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 5: SPECIAL RESOLUTION

To appoint Salil Narang (DIN: 00761530) as an Independent Director of the Company.

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	7	1688975	99.98%
Total	7	1688975	99.98%

2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	0.012%
Total	1	200	0.012%

3. Invalid Votes/Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875



Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 6: SPECIAL RESOLUTION

To appoint Mr. Amarjit Kochhar (DIN: 08645111) as an Independent Director of the Company

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	7	1688975	99.98%
Total	7	1688975	99.98%

2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	0.012%
Total	1	200	0.012%

3. Invalid Votes/ Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 7: SPECIAL RESOLUTION

To approve the revised payment of Remuneration to Mr. Rajeev Khemka, (DIN: 00103260), WTD cum CFO of the Company

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	0	0	0
Total	0	0	0



2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	100%
Total	1	200	100%

3. Invalid Votes/ Abstain/ Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 8: SPECIAL RESOLUTION

To approve the revised payment of Remuneration to Mr. Sanjeev Khemka, (DIN: 00103295), WTD of the Company

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	0	0	0
Total	0	0	0

2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	100%
Total	1	200	100%



3. Invalid Votes/ Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 9: SPECIAL RESOLUTION

To approve the revised payment of Remuneration to Mr. Ashish Khemka, (DIN: 00103321), WTD of the Company

1. Valid Votes in Favor of the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	0	0	0
Total	0	0	0

2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	100%
Total	1	200	100%

3. Invalid Votes/ Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

ITEM NO. 10: SPECIAL RESOLUTION

To approve the revised payment of Remuneration to Mr. Deeptanshu Khemka, (DIN: 07484360), WTD of the Company

1. Valid Votes in Favor of the resolution:



Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	0	0	0
Total	0	0	0

2. Valid Votes against the resolution:

Particulars	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (E voting)	1	200	100%
Total	1	200	100%

3. Invalid Votes/Abstain/Not Voted

Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast by them
Physical	1	264875
Electronic (E voting)	0	0
Total	1	264875

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on the website of the Company and (iii) website of NSDL.

Date: 03-10-2022
Place: New Delhi
UDIN: A043231D001127303

For and on behalf of
Vikas Verma & Associates
(Company Secretaries)


Vivek Rawal
(Partner)
M. No. A43231
COP No.: 22687