### Vikas Verma & Associates, Company Secretaries



# Form No. MGT - 13 SCRUTINIZER'S REPORT [Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014]

To The Chairman KCL Limited

Sub: Scrutinizers report on voting conducted in Annual General Meeting of Shareholders of KCL Limited in respect of the resolutions contained in the notice.

Dear Sir.

We, M/s. Vikas Verma & Associates, Company Secretaries in Practice having office at B-502, Statesman House, 148, Barakhamba Road, New Delhi -110001 were appointed as the Scrutinizer by the Board of Directors of KCL Limited ("the Company") for the purpose of the poll taken on the below mentioned resolutions, at the meeting of the shareholders of KCL Limited held on 30th September, 2020 in respect of the resolution contained in the notice. We submit our report as under:

- After the time fixed for closing of the poll by the chairman 1(One) ballot box kept for polling was locked in our presence with due identification marked placed by us.
- 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 and the authorization/ proxies lodged with the company.
- We have found some Invalid Ballot papers for the members interested in the Transactions so we uncounted there votes and on the basis of valid votes of uninterested members the business transacted.
- 4. The results of the poll as under:

### Item No.1:ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020, statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

1. Voted in Favor of the resolution:



Website:- www.vvanda.com

Number of members who	Number of votes cast by	% of total number of valid	
voted	them	votes cast	
8	1759610	100	

### 2. Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
+0		7

### 3. Invalid Votes/Abstain/Not Voted

Total number of members whose votes were declared invalid	Total number of votes cast by them
*	

### 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 reappointment.

### 1. Voted in Favor of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast	
8	1759610	100	

### Voted against the resolution:

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

### 3. Invalid Votes/Abstain/Not Voted

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	1759010

### 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 reappointment.

### 1. Voted in Favor of the resolution:

Number of members who	Number of votes cast by	% of total number of valid	
voted	them	votes cast	
8	1759610	100	

### 2. Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast	
£0			

### 3. Invalid Votes/Abstain/Not Voted

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	1759010

### Item No. 4: ORDINARY RESOLUTION

To appoint M/s Rohit Baid and Co., Chartered Accountants, Faridabad, (bearing Firm Registration No 031122N with Institute of Chartered Accountant of India) as the Statutory Auditor of the Company,

### 1. Voted in Favor of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
8	1759610	100

### 2. Voted against the resolution:

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

### 3. Invalid Votes/Abstain/Not Voted

Total number of members whose votes	Total number of votes cast by them
were declared invalid	



### Item No. 5: ORDINARY RESOLUTION

## Regularisation of additional director, Mr. Sanjeev jain (DIN: 00011248) by appointing him as an independent director of the company

### 1. Voted in Favor of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
8	1759610	100

### 2. Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
•	*1	*

3. Invalid Votes/Abstain/Not Voted

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	200

- List of Equity shareholders who voted "FOR" "Against" and those whose votes were declared invalid / Not Voted/ abstain for each resolution is handed over to the Director Authorized by the Board for safe keeping.
- The poll Paper and all the other relevant records were sealed and handed over to the Directors authorised by the Board for safe Keeping.

Thanking You Your faithfully

For & on behalf of

Vikas Verma & Associates

(Company Secretaries)

FRN: P2012DE081400)

Date: 01.10.2020

Place: Delhi

Vikas Kumar Verma (Managing Partner) C. P. No. - 10786

M.No - F 9192

UDIN: F009192B000839934

# Voting Results of the 37<sup>th</sup>Annual General Meeting dated 30<sup>th</sup> September, 2020

Date of the AGM	30/09/2020
Total number of shareholders on record date	297
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	CA.
	ω
Public:	
No. of Shareholders attended the meeting through Video Conferencing	NII
Promoters and Promoter Group:	NII
Public	NII



# Agenda- wise disclosure

Agenda No.1: To receive, consider and adopt the audited balance sheet as at 31st march 2020, statement of profit and loss for the year ended on that date and the reports of the directors and auditors thereon.

Resolution requ	Resolution required: (Ordinary/Special) Whether promoter/promoter group are	Special)	Ordinary				
interested in th	interested in the agenda/resolution?	ion/					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	1)*	No. of Votes - in g favour (4)	7
Promoter and	E-Voting		N.	NII		Nil	NII NII
Group	Poll	1812110	N	NI		Nil	70-1
	Postal Ballot (if applicable)		1759010	97.07	7	7 1759010	
	Total	1812110	1759010	97.07	7	7 1759010	7
Public- Institutions	E-Voting	Nil	Nii	N		Nil	NII NII
	Poll		NE	NI		NII	NII
	Postal Ballot (if applicable)	EN	N	N		NI	NII NII
	Total	Nil	BN	NII		NI	NII NII

The state of the s

Total				Public- Non
	Total	Postal Ballot (if applicable)	Poll	E-Voting
3000085	1187975		1187975	
1759610	600	600	N	NE
58.65	0.05	0.05	Z	N
1759610	600	600	N	N
E	NI	N	N.	N
100	100	100	IIN	IIN
N	NII	Z	Z	NI

for reappointment. Agenda no. 2: To appoint a Director in place of Mr. Ashish Khemka (holding DIN No: 00103321), who retires by rotation, and being eligible offers himself

Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Promoter and Promoter	Group		
ired: (Ordinary,	ter/ promoter g agenda/resolu	Mode of Voting	E-Voting	Poll	Postal Ballot (if applicable)	Total
/ Special)	roup are tion?	No. of shares held (1)		1812110		1812110
Ordinary	Yes	No. of votes polled (2)	N	NI	1759010	1759010
		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	N.	N	97.07	97.07
		No. of Votes - in favour (4)	Z.	N	1759010	1759010
		No. of Votes - against (5)	NI	HN	Nil	Z
		% of Votes in favour on votes polled (6)=[(4)/(2)]*	Z	N	100	100
		% of Votes against on votes polled (7)=[(5)/(2)]*100	<u>Z</u>	Z.	Z	NE

Public- Institutions				Public- Non				Total
E-Voting	Poll	Postal Ballot (if applicable)	Total	E-Voting	Poll	Postal Ballot (if applicable)	Total	
NII		N	NII		1187975		1187975	3000085
N	NE	N	N	NH	NII	600	600	1759610
NII	NII	N.	NI	N	NII	0.05	0.05	58.65
Nil	Nii	N.	NII	Nii	Ni	600	600	1759610
NII	NH	NII	NII	N	NE	Nil	NII	N
NI	N.	Z.	NI	N	NI	100	100	100
NII	N	N.	NI	NI	NI	NI	NI	N

Agenda No. 3: To appoint a Director in place of Mr. Sanjeev Khemka (holding DIN No: 00103295), who retires by rotation, and being eligible offers himself for reappointment.

Resolution req	Resolution required: (Ordinary/ Special	y/ Special)	Ordinary					
Whether prom	Whether promoter/promoter group are interested in the agenda/resolution?	group are ution?	Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (Z)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/( 2)]*100

Total				Public- Non Institutions				Public- Institutions			Group	Promoter and Promoter
	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting
3000085	1187975		1187975		NI	NE		N	1812110		1812110	
1759610	600	600	NI	NE.	NII	N	Nii	N	1759010	1759010	NII	NE
58.65	0.05	0.05	N	E	Nil	N	Nii	N	97.07	97.07	N	N
1759610	600	600	N	NI	NII	Nil	Z	N.	1759010	1759010	NI	NII
Ni	NII	N	NI	N	NI	NI	Z	N	NII	N	NE	NII
100	100	100	NII	IIN	NI	Nii	N	N	100	100	N.	NII
N	NI	<u>z</u>	NE	N	NII	Z.	Nil	Nil	NII	N.	Ni	NI



Agenda No. 4: To appoint M/s Rohit Baid and Co., Chartered Accountants, Faridabad, (bearing Firm Registration No 031122N with Institute of Chartered Accountant of India) as the Statutory Auditor of the Company...

Group  Postal Ballot (if applicable)  Public- E-Voting Institutions  Postal Ballot (if applicable)  Total  Postal Ballot (if applicable)  Total	tions	tions	5	<u> </u>	8		Promoter and E-Voting	Category Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)
ot 1812110 NII  ot NII	A   A			0 0 0 0		1812110		No. of shares held (1)	er group are olution?	ary/Special)
1759010 Nii Nii Nii	1759010 Nii Nii	1759010 Nii Nii	1759010		1759010	Nil	NII	No. of votes polled (2)	NO	Ordinary
N N	NI		N N	97.07	97.07	IIN	NI	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*		
NI		N	E E	1759010	1759010	Nil	N	No. of Votes - in favour (4)		
Nil	IN	NI NI	N N	N	IIN	Nil	Ni	No. of Votes - against (5)		
Nii	IIN	Z Z	N N	100	100	NII	NII	% of Votes in favour on votes polled (6)=[(4)/(2)]*		
N	NII	N N	N N	NI	Z	N.	N	% of Votes against on votes polled (7)=[(5)/(2)]*100		

Total		
	Total	Postal Ballot (if applicable)
3000085	1187975	
1759610	600	600
58.65	0.05	0.05
1759610	600	600
E	Nil	Z
100	100	100
Z	NII	NE

Agenda No. 5: Regularisation of additional director. Mr. Sanjeev Jain (DIN: 00011248) by appointing him as an independent director of the company

20	% of Votes	% of Votes No. of	Whether promoter/ promoter group are NO interested in the agenda/resolution?	of shares	Voting held (1)	voting held (1)	Voting held (1)  E-Voting  Poll 1812110	voting held (1)  ter and E-Voting ter Poll 1812110  Postal Ballot (if applicable)	voting held (1)  ter and E-Voting ter Poll 1812110  Postal Ballot (if applicable) Total 1812110	ter and E-Voting ter Poll 1812110  Postal Ballot (if applicable) Total 1812110  E-Voting Nil
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	7270	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	an?	of shares d		2		17		
	No. of Votes - in favour (4)	, <u>p</u>		702.0	50,000.00	N	NE NE	Nil Nil 97.07	Nil Nil 97.07	NII 97.07
No. of Votes   % of Votes in favour on (6)=[(4)/(2)]*	% of Votes in favour on votes polled (6)=[(4)/(2)]*			% of Votes against on votes polled (7)=[(5)/(2)]*100	1	NI S	NI NI	N N N	N N N N	NE NE NE NE

Total				Public- Non Institutions		
	Total	Postal Ballot (If applicable)	Poll	E-Voting	Total	Postal Ballot (if applicable)
3000085	1187975		1187975		Nil	N
1759610	600	600	NII	Ni	Nii	NII
58.65	0.05	0.05	NII	N.	N	Z.
1759610	600	600	NI	NII	NE	NI
Nil	Nil	N	E	Z	NI	IIN
100	100	100	NII	IIN	IIN	Ni
NII	NII	NI	N	Nil	NII	N



### Vikas Verma & Associates, Company Secretaries



### SCRUTINIZER'S REPORT FOR E-VOTING & POLL OF KCL LIMITED

To, The Chairman, KCL Limited

Sub: Consolidated Report of Scrutinizer's on Remote E-voting and Poll conducted at the 37<sup>th</sup>
Annual General Meeting of KCL Limited held on Wednesday, 30<sup>th</sup> day of September, 2020 at
04:00 P.M. at E-292, Sarita Vihar, New Delhi-110044

Dear Sir,

We, Vikas Verma & Associates, Practicing Company Secretary having office at 8-502, Statesman House, 148, Barakhamba Road, New Delhi - 110001, was appointed as a Scrutinizer by the Board of Directors of KCL Limited ("the Company") for the purpose of scrutinizing the voting by electronic means started on Sunday, 27<sup>th</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020 and the poll taken on the resolutions at the 37<sup>th</sup> Annual General Meeting of KCL Limited held on Wednesday, 30<sup>th</sup> September, 2020 at 04:00 P.M. and Concluded on 05:30 P.M at the Registered Office of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as LODR Regulations), relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of 37th 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 electronic means and by poll, at the meeting 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 also at the time of poll at AGM.

### I hereby report as under:

- The Company has sent Notice of the Annual General Meeting, Annual Report 2019-2020 alongwith attendance slip & proxy form to Equity shareholders to the registered Email ID with the Company, according to the Ministry circular requirement of sending the physical copy of the Notice has been dispensed with.
- 2. As per the Provisions of the Companies Act, 2013 read with rule 20 of the Companies (Management & Administration) Rules, 2014 and regulation 44 of the SEBI (LODR) Regulation, 2015 the Company had provided the facility of electronic voting to equity shareholders to cast votes electronically and also at the Annual General Meeting by means of poll. The entitlement to voting by equity shareholders was determined on the basis of shareholding as on cut off date i.e. 23<sup>rd</sup> September, 2020.

B-502, 5th Floor, Statesman House, 148, Barakhamba Road, New Delhi – 110001 Firm Registration No:- P2012DE081400, Udyog Aadhaar Number:- DL03D0019626

- As prescribed in clause (v) of Sub Rule 3 of the Rule 20 of the Companies (Management and Administration) Rules, 2014. Company also released an advertisement; publish in English in "The Impressive Times" and in Hindi in "Metro Media" each dated 06<sup>th</sup> September, 2020
- 4. The Company extended the facility of electronic voting to the shareholders of the Company from September 27, 2020 (9:00 a.m. IST) and ended on September 29, 2020 (5:00 p.m. IST) through the National Securities Depository Limited ("NSDL") being the service provider for providing the facility of e-voting to the shareholders on their website <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.
- 5. At the Annual General Meeting of the company held on 30<sup>th</sup> September, 2020, the chairman called for a poll to facilitate the members present in the meeting who could not participate in the E-voting to record their votes through poll process. One ballot box kept for collecting poll papers was locked in our presence with due identification marks was placed by us.
- The Locked ballot box was subsequently opened in our presence and poll papers were diligently
  securitized. The poll papers were reconciled with records maintained by the company/ registrar
  and transfer agents of the Company and the authorizations/ proxies lodged with the company.
- 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.
- 8. Total 8 Members attended the Meeting.
- 9. The Consolidated results of the E-Voting and poll taken is as under:

### Item No.1: ORDINARY RESOLUTION:

To receive, consider and adopt the Audited Balance Sheet as at 31" March 2020, statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

### 1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	8	1759610	100
Electronic (e -voting)	Nil	Nil	Nil
Total	8	1759610	100

### 2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil

Electronic(e-voting)	Nil	Nil	Nil
Total	Nil	Nil	Nil

### 3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(e-voting)	Nil	Nil
Total	Nil	Nil

### 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 reappointment.

### 1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	8	1759610	100
Electronic (e -voting)	Nii	Nil	Nii
Total	8	1759610	100

### 2. Voted against the resolution:

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

### 3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	5	1759010
Electronic(e-voting)	Nil	Nil
Total	5	1759010



### 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 reappointment:

### 1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	8	1759610	100
Electronic (e -voting)	Nil	Nil	Nil
Total	8	1759610	100

### 2. Voted against the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Electronic(e-voting)	Nil	Nii	Nil
Total	Nil	Nil	Nil

### 3. Invalid Votes\*:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	5	1759010
Nil	Nil	Nil
Total	5	1759010

### Item No. 4: ORDINARY RESOLUTION:

To appoint M/s Rohit Baid and Co., Chartered Accountants, Faridabad, (bearing Firm Registration No 031122N with Institute of Chartered Accountant of India) as the Statutory Auditor of the Company.

### 1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical .	8	1759610	100
Electronic (e -voting)	Nil	Nil	Nil
Total	8	1759610	100

Voted against the resolution:

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

### Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	Nil	Nil
Electronic(e-voting)	Nil	Nil
Total	Nil	Nil

### Item No. 5: ORDINARY RESOLUTION:

# Regularisation of additional director, Mr. Sanjeev jain (DIN: 00011248) by appointing him as an independent director of the company

### 1. Voted in Favour of the resolution:

Particulars	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	8	1759610	100
Electronic (e -voting)	Nil	Nil	Nil
Total	8	1759610	100

### 2. Voted against the resolution:

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

### 3. Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Physical	1	200	
Electronic(e-voting)	Nil	Nil	



Total	1	200	

- All relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.
- The E-voting Results were unblocked in the presence of 2 witnesses who were associated with us.

Thanking You Your faithfully

> For & on behalf of Vikas Verma & Associates (Company Secretaries) (FRN: P2012DE081400)

Date: 01.10.2020 Place: Delhi

Vikas Kumar Verma (Managing Partner) C. P. No. – 10786

M.No - F 9192

UDIN: F009192B000839934