

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:

1. 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.
2. 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.
3. 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:



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 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

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 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 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 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 were declared invalid	Total number of votes cast by them



-	-
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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
-	-	-

3. Invalid Votes/Abstain/Not Voted

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

5. 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.

6. 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

Date: 01.10.2020
Place: Delhi

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



Vikas Kumar Verma
Vikas Kumar Verma
(Managing Partner)
C. P. No. - 10786
M.No - F 9192
UDIN: F009192B000839934

Voting Results of the 37th Annual General Meeting dated 30th 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:	5
Public:	3
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	Nil
Public	Nil



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 required: (Ordinary/ Special)		Ordinary								
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		Nil	Nil	Nil	Nil	Nil	Nil		
	Poll	1812110	Nil	Nil	Nil	Nil	Nil	Nil		
	Postal Ballot (if applicable)		1759010	97.07	1759010	Nil	100	Nil		
	Total	1812110	1759010	97.07	1759010	Nil	100	Nil		
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
	Poll		Nil	Nil	Nil	Nil	Nil	Nil		
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil		
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil		




Public- Non Institutions	E-Voting		1187975	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Postal Ballot (if applicable)							
	Nil	600							
			1187975	600	0.05	600	Nil <td>100</td> <td>Nil</td>	100	Nil
Total			3000085	1759610	58.65	1759610	Nil	100	Nil

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 for reappointment.

Resolution required: (Ordinary / Special)		Ordinary						
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		Nil	Nil	Nil	Nil	Nil	Nil
	Poll	1812110	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		1759010	97.07	1759010	Nil	100	Nil
	Total	1812110	1759010	97.07	1759010	Nil	100	Nil



Public- Non Institutions	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Postal Ballot (if applicable)							
Public- Non Institutions	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Postal Ballot (if applicable)	1187975	600	0.05	600	Nil	100	Nil
Total		3000085	1759610	58.65	1759610	Nil	100	Nil	

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 required: (Ordinary/ Special)			Ordinary						
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		Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Postal Ballot (if applicable)											
Public- Non Institutions	E-Voting	1812110	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot (if applicable)	1759010	97.07	1759010	Nil	Nil	Nil	100	Nil			
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil			
		Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil			
Total	1812110	1759010	97.07	1759010	Nil	Nil	100	Nil					
Public- Non Institutions	E-Voting	1187975	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Postal Ballot (if applicable)	600	0.05	600	Nil	Nil	Nil	100	Nil			
	Poll	1187975	Nil	Nil	Nil	Nil	Nil	Nil	Nil				
		Postal Ballot (if applicable)	600	0.05	600	Nil	Nil	Nil	Nil				
Total	1187975	600	0.05	600	Nil	Nil	100	Nil					
Total	3000085	1759610	58.65	1759610	Nil	Nil	100	Nil					



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.

Resolution required: (Ordinary/ Special)		Ordinary						
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		Nil	Nil	Nil	Nil	Nil	Nil
	Poll	1812110	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		1759010	97.07	1759010	Nil	100	Nil
	Total	1812110	1759010	97.07	1759010	Nil	100	Nil
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll	1187975	Nil	Nil	Nil	Nil	Nil	Nil



	Postal Ballot (if applicable)	600	0.05	600	Nil	100	Nil
	Total	1187975	0.05	600	Nil	100	Nil
Total		3000085	58.65	1759610	Nil	100	Nil

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

Resolution required: (Ordinary/ Special)		Ordinary						
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		Nil	Nil	Nil	Nil	Nil	Nil
	Poll	1812110	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		1759010	97.07	1759010	Nil	100	Nil
	Total	1812110	1759010	97.07	1759010	Nil	100	Nil
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil



Public- Non Institutions	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	E-Voting	1187975	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Postal Ballot (if applicable)	1187975	600	600	0.05	600	600	Nil	100	Nil	Nil	Nil	
Total		1187975	600	0.05	600	Nil	100	Nil	Nil	Nil	Nil	
Total		3000085	1759610	58.65	1759610	Nil	100	Nil	Nil	Nil	Nil	



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 37th Annual General Meeting of KCL Limited held on Wednesday, 30th 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 B-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, 27th September, 2020 to Tuesday, 29th September, 2020 and the poll taken on the resolutions at the 37th Annual General Meeting of KCL Limited held on Wednesday, 30th 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:

1. 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. 23rd September, 2020.

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

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

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

Website:- www.vvanda.com



3. 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 06th 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 <https://www.evoting.nsd.com/>.
5. At the Annual General Meeting of the company held on 30th 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.
6. 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.
7. 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 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 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)	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	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	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
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

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. 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
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9. All relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.
10. 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: F0091928000839934