



To
The Listing Department
Metropolitan Stock Exchange of India Limited
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West, Mumbai – 400070

MSEI SYMBOL: KCLL
ISIN: INE061C01010

Subject: Submission of Consolidated Scrutinizer report on the Voting Results of 41st Annual General Meeting held on September 14, 2024 in terms of Regulation 44(3) of SEBI (LODR) Regulations, 2015.

Dear Sir/Mam,

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith consolidated Scrutinizer report on remote e-voting and physical poll at 41st Annual General Meeting of the Company held on September 14, 2024 at 09:30 A.M. at the Registered office of the Company situated at E-292, Sarita Vihar, New Delhi-110044.

Please take the same on your record and acknowledge the receipt of the same.

For KCL Limited

Rohit Johari
(Company Secretary)
ICSI M. No. A65873

Place: Faridabad
Date: September 16, 2024

Encl: Consolidated Scrutinizer Report 2024

Corporate Office:
Plot No. 297 Sector 24
Faridabad Haryana-121005
Phone: +91-129-2232161
Email: rk@kcl.co.in

KCL LIMITED
www.kcl.co.in
CIN: L74899DL1983PLC068008

Registered Office:
E-292 Sarita Vihar
New Delhi 110044
Ph: +91-11-26955419
Email: cs@kcl.co.in

FORM NO. MGT.13
Report of Scrutinizer

*[Pursuant to section 108 of the Companies Act, 2013 and read with rule 20
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
41st Annual General Meeting (AGM) of the Equity Shareholders of
M/s KCL Limited held on 14th September, 2024 at 09:30 a.m.

Dear Sir,

1. I, Suman Kumar Verma, Practicing Company Secretary of M/s SK Verma & Associates, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of **KCL Limited** ("the Company") for the purpose of conducting the process of remote e- voting and physical voting through ballot paper during the Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") on the resolutions contained in the Notice of the 41st AGM of the members of the Company, held through physical mode on Saturday, the 14th day of September, 2024 at 09.30 A.M. at the registered office of the Company at E-292, Sarita Vihar, New Delhi - 110044
2. The Notice of the AGM along with the Annual Report 2023-24 was dispatched on 22nd August, 2024 through electronic mode only to all those Members whose e-mail addresses were registered with the Company, BEETAL Financial & Computer Services Private Limited, Registrar & Share Transfer Agents of the Company ("RTA"/"Beetal") and Depositories viz., National Securities Depository Limited ("NSDL") or Central Depository Services (India) Limited ("CDSL") as on 16th August 2024. The Notice of the AGM was made available on the website of the Company, websites of Stock Exchange i.e. Metropolitan Stock Exchange of India Limited (MSEI), Beetal and also on the website of NSDL at its electronic voting platform for remote e-voting during the period from 11th September, 2024 (9:00 A.M.) and ends on 13th September, 2024 (5:00 P.M.).

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3. An advertisement was also published in Impressive Times (English) and Metro Media (Hindi) on 23rd August, 2024, specifying the date and time of the AGM, availability of the notice of AGM on the websites of the Company, Stock Exchange and Beetal, manner of voting through electronic mode etc.
4. The management of the Company is responsible to ensure the compliance with requirements of the Act and the Rules relating to voting through electronic means (which includes remote e-voting and physical voting through ballot the AGM) on the resolutions contained in the Notice of the 41st AGM of the Company. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a consolidated Scrutinizer's Report on the voting on the said resolutions based on the reports generated from the electronic voting system provided by NSDL.
5. Further to the above, we submit our report as under:-
 - i) The Members of the Company as on the "cut-off" date i.e. 16th August, 2024, were entitled to vote on the resolutions as set out in the Notice of 41st AGM of the Company.
 - ii) The remote e-voting period commenced at 09.00 a.m. (IST) on Tuesday, the 11th day of September, 2024 and ended at 5.00 p.m. (IST) on Friday, the 13th day of September, 2024.
 - iii) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to members who have cast their votes through remote e- voting, such as their names, folios, number of shares held, but not the manner in which they had voted.
 - iv) After going through the details of members who had cast their votes through remote e-voting, such as their names, folios, number of shares held, downloaded from the e- voting module of NSDL, we have ensured that members who have cast their votes through remote e-voting have not voted again at the AGM.
 - v) Shareholder(s) who have voted for lesser number of shares as compared to their entitlement, the numbers of shares for which they have actually voted have been considered for this report.
 - vi) After the conclusion of the AGM the votes cast through remote e-voting and physical voting through ballot paper during the AGM were unblocked on 14th September, 2024 around 07.00 P.M. in the presence of two witnesses who are not in the employment of the Company.

SK VERMA & ASSOCIATES
Company Secretaries

T-3/207, Puri Pratham
Sector 84, Faridabad
Haryana 121002
Mobile: 9717553198, 9871001150
Email: skvermandassociates@gmail.com

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- vii) The votes received electronically (remote e-voting and physical voting through ballot paper at the AGM) were duly scrutinized and the shareholding was reconciled with the Register of Members/List of Beneficial Owners of the Company as on 16th August, 2024. Based on the reports generated from NSDL e-voting system, the consolidated results of voting on all items of the business, as set out in the Notice of 41st AGM, is enclosed herewith as **Annexure-I** which forms part of this report.

Based on the aforesaid results, I report that all the 4 (Four) resolutions contained in the Notice of 41st AGM of the Company have been **passed with the requisite majority**.

6. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 41st AGM and same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,
For SK Verma & Associates
Company Secretaries

Suman Kumar Verma
FCS: 7409, C.P. No: 24902
(Scrutinizer)
UDIN: F007409F001223338
Peer Review Cert. No. 5634/2024

Date: 16.09.2024
Place: Faridabad

Ordinary Business

Resolution No. 1: Ordinary Resolution

Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors' thereon

	Remote E-voting		Voting at the AGM		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	21	1694075	1	36000	22	1730075	83.48%
Voted against the resolution	2	342475	0	0	2	342475	16.52%
Invalid Votes	0	0	0	0	0	0	0.00%

Note: Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 1 of the Notice dated August 13, 2024 has been passed with requisite majority.

Ordinary Business

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Ashish Khemka (DIN: 00103321), who retires by rotation and being eligible, offers himself for re-appointment

	Remote E-voting		Voting at the AGM		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	17	763000	0	0	17	763000	90.77%
Voted against the resolution	1	77600	0	0	1	77600	9.23%
Invalid Votes	5	1196750	1	36000	6	1232750	NA

Note: (i) Following Votes are Considered as invalid because it falls under definition of Relative under Companies Act, 2013 hence considered as Related Parties:

1. Mr. Sanjeev Khemka holding 264875 Shares (Brother of Ashish Khemka)
2. Mr. Ashish Khemka holding 521250 Shares (self)
3. Mr. Rajeev Khemka holding 409825 Shares + 36000 Shares - Ballot Vote (Brother of Ashish Khemka)
4. Mrs. Chander Kala Khemka holding 800 Shares (Mother of Ashish Khemka)

(ii) Based on the aforesaid results, I report that an ordinary resolution as contained in Item No. 2 of the Notice dated August 13, 2024 has been passed with requisite majority.

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Special Business

Resolution No. 3: Special Resolution

Adoption of new set of Articles of Association of the Company

	Remote E-voting		Voting at the AGM		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	21	1694075	1	36000	22	1730075	83.48%
Voted against the resolution	2	342475	0	0	2	342475	16.52%
Invalid Votes	0	0	0	0	0	0	0.00%

Based on the aforesaid results, I report that the Special resolution as contained in Item No. 3 of the Notice dated August 13, 2024 has been passed with requisite majority.

Special Business

Resolution No. 4: Special Resolution

Adoption of new set of Memorandum of Association of the Company

	Remote E-voting		Voting at the AGM		Consolidated Voting Results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total Number of Members who voted	Total Number of Shares for which votes Cast	% of Votes to total number of valid votes cast
Voted in favour of the resolution	21	1694075	1	36000	22	1730075	83.48%
Voted against the resolution	2	342475	0	0	2	342475	16.52%
Invalid Votes	0	0	0	0	0	0	0.00%

Based on the aforesaid results, I report that the special resolution as contained in Item No. 4 of the Notice dated August 13, 2024 has been passed with requisite majority.