

DMK ASSOCIATES

COMPANY SECRETARIES

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL AT AGM

To,

The Chairman/ Company Secretary
M/s KRBL Limited
5190, Lahori Gate
Delhi-110006

Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 22nd Annual General Meeting of M/s KRBL Limited (the Company) held on 28th day of September, 2015

Dear Sir,

The Board of Directors of the Company at its meeting held on Thursday, July 30, 2015 has appointed us as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-voting process held between Friday, the 25th day of September, 2015 at 09.00 A.M. to Sunday, the 27th day of September, 2015 upto 05.00 P.M. The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company.

The Chairman of the Annual General Meeting (AGM) has appointed us Scrutinizer pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for conducting the poll at the 22nd Annual General Meeting of the Company held on September 28, 2015.

At the 22nd Annual General Meeting of the Company held on September 28, 2015, the Chairman of the Company had suo-moto 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 the poll process. As on



September 21, 2015, the cut-off date there were 19265 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through e-voting as well as poll conducted at the 22nd Annual General Meeting of the Company. The e-voting results were unblocked by us on September 28, 2015 in the presence of two witnesses after the conclusion of the voting at the Annual General Meeting.

The Paid up Share Capital of the Company as on cut-off date was Rs. 23,53,89,892/- divided into 23,53,89,892 equity shares of Re. 1/- each. The result of the e- voting together with poll is as under:

ORDINARY BUSINESS

Resolution No. 1 To consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast(shares) through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
94	157750446	126	32099149	189849595	99.99999%	80.65%

(II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company



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0	0	1	25	25	0.00001%	0.00%
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(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	9	113462	113462

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 2 – To declare a Dividend of Rs.1.70 per equity share on 23,53,89,892 equity shares of Re. 1/- each for the financial year ended March 31, 2015.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Member s voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
94	157750446	127	32099174	189849620	100.00 %	80.65%

(II) VOTED AGAINST THE RESOLUTION:



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
0	0	0	0	0	0.00%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	9	113462	113462

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 3 – To appoint a Director in place of Mr. Anil Kumar Mittal (DIN - 00030100), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
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86	156747773	126	32099149	188846922	99.47%	80.22%
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(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
9	1002673	1	25	1002698	0.53%	0.43%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll
0	0	9	113462	113462

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 4 – To appoint a Director in place of Mr. Arun Kumar Gupta (DIN-00030127), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for Re-appointment



(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
46	151924422	126	32099149	184023571	96.93%	78.18%

(II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
48	5826024	1	25	5826049	3.07%	2.47%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
0	0	9	113462	113462



RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 5 – To ratify the appointment of Statutory Auditors

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
92	157691200	126	32099149	189790349	99.97%	80.63%

(II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
2	59246	1	25	59271	0.03%	0.02%



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll
0	0	9	113462	113462

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

SPECIAL BUSINESS

Resolution No. 6 – To ratify and confirm the Remuneration of the Cost Auditors for the financial year 2015-16 by an Ordinary Resolution:

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Member s voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
93	157750416	125	32098299	189848715	99.9995%	80.65%

(II) VOTED AGAINST THE RESOLUTION:



No. of Members s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	30	2	875	905	0.0005%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E- voting and poll
0	0	9	113462	113462

RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 7 – To approve and adopt new set of Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013 by Special Resolution:

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast(shares) through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
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COMPANY SECRETARIES**

88	156771367	125	32098299	188869666	99.85%	80.23%
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(II) VOTED AGAINST THE RESOLUTION:

No. of Members s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
2	278747	2	875	279622	0.15%	0.12%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E- voting and poll
0	0	9	113462	113462

RESULT

As the number of votes cast in favour of the resolution were three times more than the number of 0 votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Resolution No. 8 – To consider and approve the Issue of Redeemable Non- Convertible Debenture on Private Placement Basis by Special resolution:

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
89	157619895	125	32098299	189718194	99.93%	80.60%

(II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
5	130551	2	875	131426	0.07%	0.05%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E- voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E- voting and poll
0	0	9	113462	113462



RESULT

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

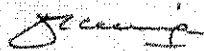
A list of equity shareholders who voted "For"/ "Against" and those whose votes were declared invalid for each resolution is enclosed

The relevant records relating to E - Voting and Poll were sealed and handed over to the Company Secretary of the Company for safe keeping.

Thanking you

Yours Sincerely

For DMK ASSOCIATES
COMPANY SECRETARIES

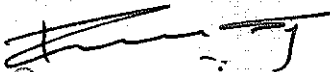


DEEPAK KUKREJA
PARTNER
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265

Date : September 30, 2015

Place : New Delhi

For KRBL Limited



Company Secretary

Raman Sapra

M.No. A29044

Add: 267, Street No. 18,

Signed by Chairman/Company Secretary