

AJIT JAIN

CS

AJIT JAIN & Co.

M. Com., L.L.B. (Hons.), FCS

COMPANY SECRETARIES

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REPORT OF SCRUTINIZER ON E-VOTING PROCESS

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

To,

**The Chairman of the AGM of,
Keval India Limited**

For the Annual General Meeting of the Equity Shareholders of Keval India Limited held on Friday, 30th Day of September 2016 at 4.00 p.m. at the registered office of the company at 54/10, Debendra Chandra, Dey Road, Kolkata (WB)-700015

Sub: Report of Scrutinizer on E-voting Process conducted pursuant to the provision of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the Annual General Meeting.

Dear Sir,

The Board of Directors of Keval India Limited ('the Company') vide resolution passed on 03rd September, 2016 has provided the Members of the Company, a facility to exercise their right on the resolution as set out in the notice of Annual General Meeting held on Friday, 30th Day of September 2016 by way of electronic means as required under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended from time to time.

I, **CS Ajit Jain**, Proprietor of **M/s Ajit Jain & Co.**, Company Secretary in Practice having CP No. 2876, has been appointed as the scrutinizer by the Board of Directors of the Company vide resolution passed on 03rd September, 2016 as required under Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice convening the Annual General Meeting of the company held on Friday, 30th Day of September 2016.

The management of the Company is responsible to ensure the compliance with the required of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice for the Annual General Meeting of the



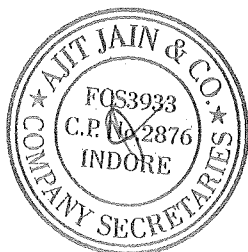
Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by company.

The notice dated 03rd September, 2016 convening the Annual General Meeting of the Company to be held on Friday, 30th Day of September 2016 along with the statement setting out material facts under section 102 of the Companies Act, 2013 was sent to members of the Company.

The members of the Company holding shares on the commencement of cut-off date (23.09.2016) were entitled to vote on the resolutions proposed as set out in the Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from 27th September, 2016 (9.00 am) and ends on 29th September, 2016 (5.00pm).
2. After the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses Ms. Simran Ajmani & CS Garima Jain, who are not in the employment of the Company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from e-voting website of CDSL (www.evotingindia.com).
4. Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2015 entered by the Company, the Company has also provided facility of voting through the physical ballot to those members who do not have access to the e-voting facility. This report does not include the result of voting through the physical ballot forms
5. I have scrutinized the votes casted through electronics a means for the purpose of this report.



6. The result of the voting is as under:

(a) Resolutions 1 To receive, consider and adopt the audited Financial Statements of the Company for the Financial year ended March 31, 2016 together with the Reports of the Auditors and Directors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favor of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes :

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



(b) Resolution 2 - To appoint a director in place of Ms. Seema Kavindra (DIN 07139576) who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

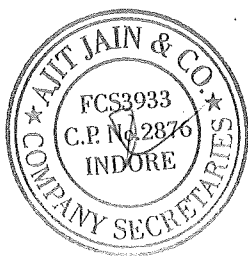
Number of members voted through electronic voting system	Number of votes cast in favor of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes :

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



(c) Resolution 3 - To Appoint M/s. Rajendra Garg & Co., Chartered Accountants, (Firm Reg. No. 005165C), retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as may be fixed by the Board of directors of the Company

(i) Voted **in favour** of the resolution:

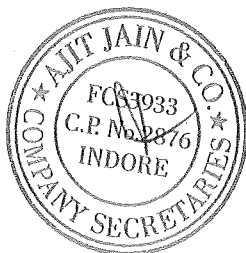
Number of members voted through electronic voting system	Number of votes cast in favor of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes :

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



(d) Resolution 4 - To appoint Mr. Sartajsing Chhabra Pritamsing (DIN- 05342507) as Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favor of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes :

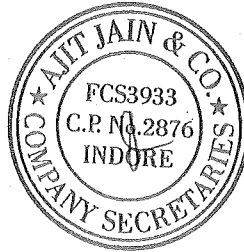
Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

Thanking you,

Yours faithfully,

Place : Indore

Date : October 1, 2016



For Ajit Jain & Company
(Company Secretaries)

A. K. Jain

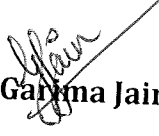
Ajit Jain

Proprietor

FCS No.: 3933; C P No.: 2876

We the undersigned witnessed that the votes were unblocked/finalised from the e-voting website of Central Depository Services Limited (<http://www.evotingindia.com>) (CDSL) and the polling boxes were opened after the conclusion of the Annual General Meeting of the Company in our presence on Monday, 01st Day of October, 2016 at the office of the Scrutinizer.


Ms. Simran Ajmani


CS Ganima Jain

