

RL & Associates
Company Secretaries

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SCRUTINIZER'S REPORT -COMBINED

To,
The Chairman & Managing Director,
KISAN MOULDINGS LIMITED
CIN: L17120MH1989PLC054305
Tex Centre, K Wing, 3rd Floor 26-A, Chandivali Road,
Near HDFC Bank, Andheri (East), Mumbai - 400 072

Sub.: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the 28th Annual General Meeting of **kisan Mouldings Limited** held on Saturday, 30th September 2017 at 11.00 a.m.

Dear Sir,

I, Rita Gupta, Proprietor of M/s. R L & Associates, Practicing Company Secretaries (Membership No. ACS 24066), was appointed as the Scrutinizer by the Committee of the Board of Directors of Kisan Mouldings Limited pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms casted by the shareholders in respect of the below mentioned resolutions passed at the 28th Annual General Meeting of the Company on 30th September 2017 at 11.00 a.m.

The voting rights of shareholders were reckoned as on Saturday the 23rd of September, 2017 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for extending the facility of remote e-voting to the members of the Company from Wednesday the 27th of September, 2017 (10:00 a.m. IST) to Friday the 29th of September, 2017 (5.00 p.m. IST) for the said Annual General Meeting.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses, who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

The Company had also provided voting facility to the shareholder's present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to remote E-voting on the resolutions contained in the notice of the Annual General Meeting, my responsibility as a scrutinizer is restricted to make a scrutinizer's report of the total votes cast, votes in favour and against including invalid votes (if any) on resolutions contained in the notice of AGM based on the report generated from the e-voting system provided by NSDL and based on voting conducted at the annual general meeting.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

Date of the AGM/EGM	30th September, 2017
Total number of shareholders on record date	6483
No. of shareholder's present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 8 108
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	 Not Arranged

Item No. 1: To receive, consider and adopt the audited financial statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the reports of the Directors' and Auditors' thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the 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	14800592	14738619	99.58%	14738619	0	100.00%	0.00%
	Physical Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		14738619	99.58%	14738619	0	100.00%	0.00%
Public	E-Voting	14062473	3493	0.02%	3493	0	100.00%	0.00%
	Physical Ballot		353398	2.51%	353398	0	100.00%	0.00%
	Total		356891	2.54%	356891	0	100.00%	0.00%
Total		28863065	15095510	102.12%	15096510	0	100.00%	0.00%

Thus based on the Results, the **Ordinary Resolution** as contained in Item No. 1 is passed with requisite majority.

Item No. 2: Appointment of a Director in place of Mr. Sanjeev Aggarwal (DIN: 00064076), who retires by rotation and being eligible, offers himself for re-appointment,

Resolution required: (Ordinary/ Special)		Ordinary Resolution	
Whether promoter/ promoter group are interested in the resolution?		Yes, only appointee being a Promoter and his relatives	

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	14800592	10408295	70.32%	10408295	0	100.00%	0.00%
	Physical Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		10408295	70.32%	10408295	0	100.00%	0.00%
Public	E-Voting	14062473	3493	0.02%	3493	0	100.00%	0.00%
	Physical Ballot		353398	2.51%	353398	0	100.00%	0.00%
	Total		356891	2.54%	356891	0	100.00%	0.00%
Total		28863065	10765186	72.86%	10765186	0	100.00%	0.00%

Thus based on the Results, the **Ordinary Resolution** as contained in Item No. 2 is passed with requisite majority.

Item No. 3: Ratification of appointment of Statutory Auditors and fix their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the 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	14800592	14738619	99.58%	14738619	0	100.00%	0.00%
	Physical Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		14738619	99.58%	14738619	0	100.00%	0.00%

Public	E-Voting	14062473	3493	0.02%	3493	0	100.00%	0.00%
	Physical Ballot		353398	2.51%	353398	0	100.00%	0.00%
	Total		356891	2.54%	356891	0	100.00%	0.00%
Total		28863065	15095510	102.12%	15096510	0	100.00%	0.00%

Thus based on the Results, the **Ordinary Resolution** as contained in Item No. 3 is passed with requisite majority.

Item No. 4: Approval of payment of remuneration to the Cost Auditors for the Financial Year 2017-18

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the 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	14800592	14738619	99.58%	14738619	0	100.00%	0.00%
	Physical Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		14738619	99.58%	14738619	0	100.00%	0.00%
Public	E-Voting	14062473	3493	0.02%	3493	0	100.00%	0.00%
	Physical Ballot		353398	2.51%	353398	0	100.00%	0.00%
	Total		356891	2.54%	356891	0	100.00%	0.00%
Total		28863065	15095510	102.12%	15096510	0	100.00%	0.00%

Thus based on the Results, the **Ordinary Resolution** as contained in Item No. 4 is passed with requisite majority.

Item No. 5: Appointment of Mr. H.S. Upendra Kamath (DIN: 02648119) as the Independent Director of the Company

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the 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	14800592	14738619	99.58%	14738619	0	100.00%	0.00%
	Physical Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		14738619	99.58%	14738619	0	100.00%	0.00%
Public	E-Voting	14062473	3493	0.02%	3493	0	100.00%	0.00%
	Physical Ballot		353398	2.51%	353398	0	100.00%	0.00%
	Total		356891	2.54%	356891	0	100.00%	0.00%
Total		28863065	15095510	102.12%	15096510	0	100.00%	0.00%

Thus based on the Results, the **Ordinary Resolution** as contained in Item No. 5 is passed with requisite majority.

Item No. 6: Approval of appointment and payment of Remuneration to Mr. Rishav Aggarval as a Whole time Director of the Company with effect from 22nd August 2017.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the resolution?			Yes, only appointee being a Promoter and his relatives					
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	14800592	11103137	75.02%	11103137	0	100.00%	0.00%
	Physical Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		11103137	75.02%	11103137	0	100.00%	0.00%

Public	E-Voting	14062473	3493	0.02%	3493	0	100.00%	0.00%
	Physical Ballot		353398	2.51%	353398	0	100.00%	0.00%
	Total		356891	2.54%	356891	0	100.00%	0.00%
Total		28863065	11460028	77.56%	11460028	0	100.00%	0.00%

Thus based on the Results, the **Special Resolution** as contained in Item No. 6 is passed with requisite majority.

Item No. 7: Approval and issue of 50,00,000 Equity Shares on preferential basis to the strategic investors

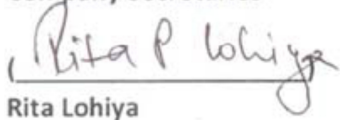
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes- in favour (4)	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	14800592	14738619	99.58%	14738619	0	100.00%	0.00%
	Physical Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		14738619	99.58%	14738619	0	100.00%	0.00%
Public	E-Voting	14062473	3493	0.02%	3493	0	100.00%	0.00%
	Physical Ballot		353398	2.51%	353398	0	100.00%	0.00%
	Total		356891	2.54%	356891	0	100.00%	0.00%
Total		28863065	15095510	102.12%	15096510	0	100.00%	0.00%

Thus based on the Results, the **Special Resolution** as contained in Item No. 7 is passed with requisite majority.

All the papers relating to voting by remote e-voting and poll were sealed and handed over to the Director authorized by the Board for safe keeping.

Based on the above voting, all Resolutions carried on with requisite majority, accordingly we request the Chairman of the Company to announce the result of the meeting

For R L & Associates
Company Secretaries



Rita Lohiya
Proprietor



Membership No.: 24066

Certificate of Practice no.: A11472

DATE: 30TH SEPTEMBER, 2017

PLACE: MUMBAI