



UMESH VED & ASSOCIATES
Company Secretaries

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
Telefax : (O) +91 79 30024153/ 30070889-90 • Moblie +91 98250 35998
E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING & BALLOT VOTING
[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,
KGN Industries Limited
23, Vaswani Mansion, 4th Floor,
Dinshaw Vaccha Road, Opp. K.C. College,
Churchgate, Mumbai - 400020

Re: Twenty First Annual General Meeting of KGN Industries Limited held on Tuesday, the 29th September, 2015 at 11.30 A.M. at YWCA Bombay International Centre 18th Madame Cama Road, Fort- Mumbai- 400001

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the E-Voting process ("remote e-voting") and voting by use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 21st Annual General Meeting of the Equity Shareholders of "KGN Industries Limited" (the Company) held on Tuesday, the 29th September, 2015 at 11.30 A.M. at **YWCA Bombay International Centre 18th Madame Cama Road, Fort Mumbai-400001.**

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL") (the Agency/ service provider) and the Ballot forms at the end of the AGM.

I submit my report as under:

1. The Company has entered into an agreement with NSDL to provide e-voting facilities for voting through Electronic means to all the Members who were eligible to participate in the remote e-voting
2. The cut-off date for the purpose of identifying the members who were entitled to vote on the resolution placed for their approval was Tuesday, 22nd September, 2015
3. The E-Voting period remained open from 9.00 A.M. on Saturday, the 26th September, 2015 up to 5.00 P.M. on Monday, the 28th September, 2015



4. The votes were unblocked on Tuesday, the 29th of September, 2015 around 03:00 P.M in the presence of two witnesses, namely, Ms. Pankti Thakkar and Mr. Raj Tharu, who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

Pankti

(Pankti Thakkar)

Raj Tharu

(Raj Tharu)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of National Securities Depository Limited ("NSDL") (<https://www.evotin.nsdl.com>).
6. On Tuesday, 29th September, 2015 at the AGM proceedings, after the time fixed for closing of the Poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. One Ballot Form was found to be **Invalid**.
8. The result of the remote e-voting as well as Physical Ballot is as under:

Particulars	Voting Pattern of e-voting					
	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
Ordinary Resolution for adoption of Audited financial statements for the year ended 31 st March, 2015 and the Reports of the Board of Directors and the Auditors thereon	4	77304	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Mr. Babulal Jethalal Hirani, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment.	3	76983	100 %	Nil	Nil	Nil
Ordinary Resolution to ratify the appointment of M/s. Kirit & Company as Statutory Auditor	4	77304	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint	4	77304	100 %	Nil	Nil	Nil



Mr. Aftabahmed Kadri (DIN : 01738367) as an Independent Director.						
Ordinary Resolution to appoint Ms. Janki Ranjitsingh Vaghela (DIN: 03050746) as an Independent Director.	4	77304	100 %	Nil	Nil	Nil
Special Resolution to adopt New set of Articles of Association of the company as per Companies Act,2013	4	77304	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Shri Arifbhai Ismailbhai Memon (DIN: 00209693) as the Managing Director of the Company.	4	77304	100 %	Nil	Nil	Nil

Voting Pattern of Physical Ballot						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
Ordinary Resolution for adoption of Audited financial statements for the year ended 31 st March, 2015 and the Reports of the Board of Directors and the Auditors thereon	31	120476317	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Mr. Babulal Jethalal Hirani, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment.	31	120476317	100 %	Nil	Nil	Nil
Ordinary Resolution to ratify the appointment of M/s. Kirit & Company as Statutory Auditor	31	120476317	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Mr. Aftabahmed Kadri (DIN : 01738367) as an Independent Director.	31	120476317	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Ms. Janki Ranjitsingh Vaghela (DIN: 03050746) as an Independent Director.	31	120476317	100 %	Nil	Nil	Nil
Special Resolution to adopt New set of Articles of Association of the company as per Companies Act,2013	31	120476317	100 %	Nil	Nil	Nil



Continuation Sheet

Ordinary Resolution to appoint Shri Arifbhai Ismailbhai Memon (DIN: 00209693) as the Managing Director of the Company.	31	120476317	100 %	Nil	Nil	Nil
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Combined Summary						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
Ordinary Resolution for adoption of Audited financial statements for the year ended 31 st March, 2015 and the Reports of the Board of Directors and the Auditors thereon	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Mr. Babulal Jethalal Hirani, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment.	34	120553300	100 %	Nil	Nil	Nil
Ordinary Resolution to ratify the appointment of M/s. Kirit & Company as Statutory Auditor	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Mr. Aftabahmed Kadri (DIN : 01738367) as an Independent Director.	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Ms. Janki Ranjitsingh Vaghela (DIN: 03050746) as an Independent Director.	35	120553621	100 %	Nil	Nil	Nil
Special Resolution to adopt New set of Articles of Association of the company as per Companies Act,2013	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Shri Arifbhai Ismailbhai Memon (DIN: 00209693) as the Managing Director of the Company.	35	120553621	100 %	Nil	Nil	Nil

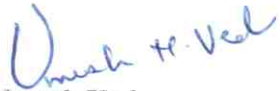
9. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority



10. The Electronic data and all other relevant records relating to remote e-voting is under my safe custody and all will be handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,


Umesh Ved
FCS : 4411
CP : 2924



Date: 30th September, 2015
Place: Ahmedabad