



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
www.india-financing.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
Service Tax Registration No. - AAMFV6726ESD001
Udyog Adhar Number – WB10D0000448

Date: September 29, 2016

To,
The Chairman,
Kiran Vyapar Limited,
Krishna, 7th Floor, Room No. 706,
224, A.J.C. Bose Road,
Kolkata- 700017

Sub: Consolidated Report of Scrutinizer for 20th Annual General Meeting of the Shareholders of Kiran Vyapar Limited (hereinafter referred to as “Company”) held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata- 700033 on Tuesday, the 27th day of September, 2016 at 1:30 p.m.

Dear Sir,

In terms of authority of the Board Resolution dated August 9, 2016 the Company has appointed M/s Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009 Krishna Building, 224 A.J.C. Bose Road. Kolkata-700017, as the scrutinizer for the purpose of the voting process on the below mentioned resolution (s) at the 20th Annual General Meeting of the shareholders of the Company, held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata- 700033 on Tuesday, the 27th day of September, 2016 at 1:30 p.m.

In this regard, we hereby submit our Consolidated Report as under:

- 1) The results of the voting on each resolution by adding the votes of the poll in favour or against a resolution with the remote e-voting in favour or against the same resolution are as under:

Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai – 400002, Ph - 022-22817427

Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016





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Resoluti on No.	Votes in favour			Votes against			Invalid votes		Result
	No. of members who voted	No. of valid votes cast	% of total no. of valid votes cast	No. of member s who voted	No. of valid votes cast	% of total no. of valid votes cast	No. of membre rs who voted	No. of votes cast	
No.01	74	23961364	100	00	00	00	1	00	Approved unanimously
No.02	74	23961364	100	00	00	00	1	00	Approved unanimously
No.03	74	23961364	100	00	00	00	1	00	Approved unanimously
No.04	74	23961364	100	00	00	00	1	00	Approved unanimously
No.05	53	4569964	100	00	00	00	22	19391400 ¹	Approved unanimously
No.06	74	23961364	100	00	00	00	1	00	Approved unanimously

¹ Refer Note (b) mentioned in the last page of this report.

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2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the 20th Annual General Meeting is as under:

a) **Resolution 1: To receive, consider and adopt:**

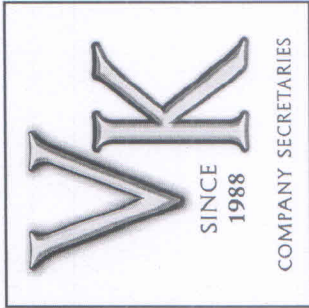
- The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
- The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.



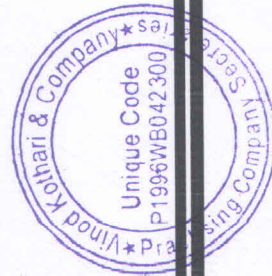
Vinod Kothari

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Resolution required:		Ordinary						
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	19391400	19391400	100.00	19391400	0	100	0
	Poll		0		0	0	0	0
	Total		19391400		19391400	0	100	0
Public-Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0		0	0	0	0
	Total		0		0	0	0	0
Public-Non Institutions	E-Voting	6528600	1465045	70.00	1465045	0	100	0
	Poll		3104919		3104919	0	100	0
	Total		4569964		4569964	0	100	0
Total		25920000	23961364	92.44	23961364	0	100	0



Amrita

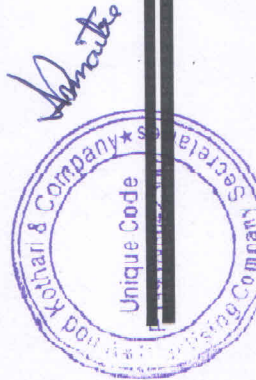


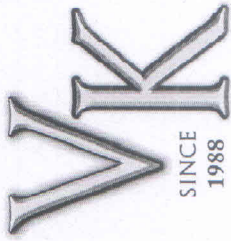
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b) Resolution 2: To declare dividend on Equity Shares for the financial year ended 31st March, 2016.

Resolution required:	Ordinary							
	Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - 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	19391400	19391400	100.00	19391400	0	100	0
	Poll		0		0	0	0	
	Total		19391400		0	19391400	0	100
Public- Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	0
Public-Non Institutions	E-Voting	6528600	1465045	70.00	1465045	0	100	0
	Poll		3104919		3104919	0	100	0
	Total		4569964		4569964	0	100	0
Total		25920000	23961364	92.44	23961364	0	100	0





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c) Resolution 3: To appoint a Director in place of Ms. Sheetal Bangur (DIN 0003541), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

Category	Mode of Voting	No. of shares held (1)	Ordinary				% 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
			No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)					
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	0	0	100	0	
	Poll		0								
	Total		19391400								
Public-Institutions	E-Voting	0	0	0.00	0	0	0	0	0	0	
	Poll		0								
	Total		0								
Public-Non Institutions	E-Voting	5528500	1465045	70.00	1465045	0	0	0	100	0	
	Poll		3104919								
	Total		4569964								
Total		25920000	23961364	92.44	23961364	0	0	0	100	0	

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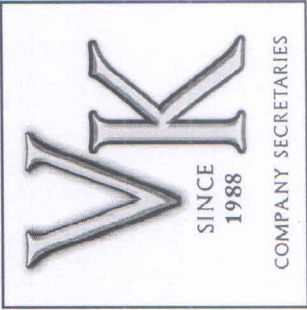
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d) **Resolution 4:** To ratify the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants having Registration No.001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting (2016-17) of the Company and to authorize the Board of Directors to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 141,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder, as amended from time to time, the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants having Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company, be and is hereby ratified for conducting the statutory audit for the financial year 2016-17, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.”

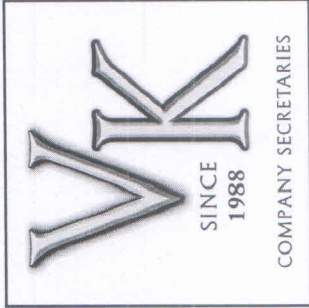


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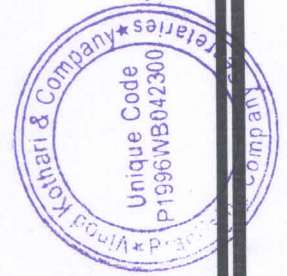
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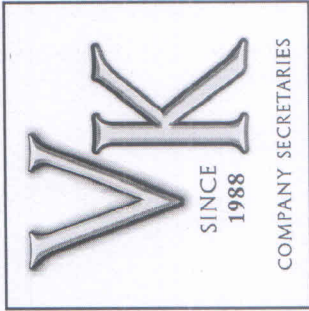
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Resolution required:		Ordinary						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100	0
	Poll		0		0	0	0	
	Total		19391400		0	100	0	
Public-Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	6528600	1465045	70.00	1465045	0	100	0
	Poll		3104919		3104919	0	100	0
	Total		4569964		4569964	0	100	0
Total		25920000	23961364	92.44	23961364	0	100	0





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e) Resolution 5: To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (the “Act”) read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Related Party Transaction Policy of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract or arrangement with the following related parties of the Company, as per Section 2 (76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI LODR, during the financial year 2016-17 and thereafter, up to the maximum amount, as mentioned below on such terms and conditions as the Board of Directors may think proper and beneficial for the Company-

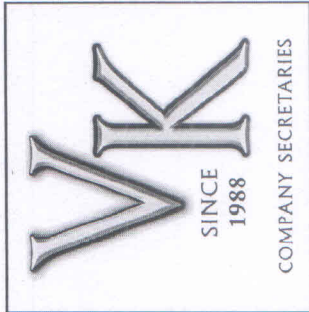
Sl. No.	Name of Related Party	Nature of Relationship	Nature and Particulars of Transaction	Value of Transaction (Rs. In Crores)	Value of Transaction Max. Amount (Rs. In Crores)
1	Shree Krishna Agency Limited	Subsidiary	Granting of Loans	25.00	
2	Subhprada Greeneries Pvt. Ltd.	Subsidiary	Granting of Loans	10.00	
3	Placid Limited	Associate	Granting of Loans	50.00	
4	Maharaja Shree Umaid Mills Limited	Group	Granting of Loans	75.00	
5	Navyoti Commodity Management Services Limited	Group	Granting of Loans	50.00	
6	M. B. Commercial Co. Ltd.	Group	Granting of Loans	10.00	
7	The General Investment Co. Ltd.	Group	Granting of Loans	25.00	
8	Placid Limited	Associate	Availing of Loans	50.00	

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 23(8) of the SEBI LODR, all the existing related party transactions with the aforesaid related parties entered into by the Company prior to December 1, 2015, being the date of notification of the LODR and which are being continued after the said date, be and are hereby ratified by the members of the Company.

RESOLVED FURTHER THAT Mr. Lakshmi Niwas Bangur, Director, Mr. Shreeyash Bangur, Managing Director, Ms. Sheetal Bangur, Director, be and are hereby singly and severally authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard



(Handwritten signature)



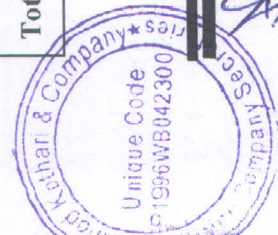
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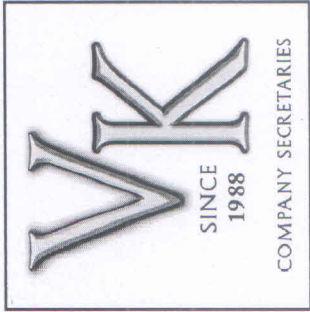
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to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.

Resolution required:		Ordinary						
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	19391400	0	0.00 ²	0	0	0	0
	Poll		0					
	Total		0					
Public-Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0					
	Total		0					
Public-Non Institutions	E-Voting	6528600	1465045	70.00	1465045	0	100	0
	Poll		3104919					
	Total		4569964					
Total		25920000	4569964	17.63	4569964	0	100	0

²Refer Note (b) mentioned in the last page of this report.





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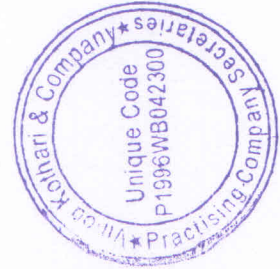
Service Tax Registration No. - AAMFV6726ESD001

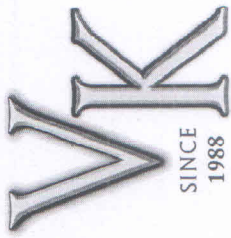
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f) **Resolution 6: To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable clauses of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Audit Committee of the Company, the consent of the members, be and is hereby accorded for the re-appointment of Mr. Shreeyash Bangur (DIN: 00012825) as Managing Director of the Company for a period of 3(three) years with effect from 4th November, 2016 on such terms and conditions including remuneration as set out in the Explanatory Statement.”

“RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Shreeyash Bangur [DIN: 00012825], within the limits prescribed under section 197 and/ or Schedule V read with other applicable provisions of the Act, and to do all such acts, deeds and things to give effect to the above resolution.”



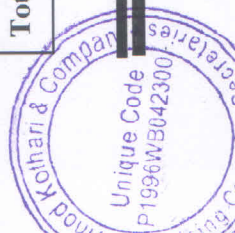


SINCE 1988
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Resolution required:		Special						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	19391400	19391400	100.00	19391400	0	100	0
	Poll		0		0	0	0	0
	Total		19391400		19391400	0	100	0
Public Institutions	E-Voting	0	0	0.00	0	0	0	0
	Poll		0		0	0	0	0
	Total		0		0	0	0	0
Public Non Institutions	E-Voting	6528600	1465045	70.00	1465045	0	100	0
	Poll		3104919		3104919	0	100	0
	Total		4569964		4569964	0	100	0
Total		25920000	23961364	92.44	23961364	0	100	0



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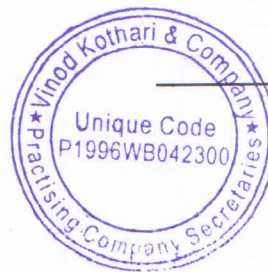
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Note:

- (a) *Invalid votes/polling papers have not been taken into account for counting valid votes.*
 - (b) *In compliance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the votes cast by the related parties have not been considered in computing the result of Resolution no. 5 (either through physical ballots or through electronic voting).*
 - (c) *Figures have been rounded off to their nearest numbers for ease of representation.*
- 3) We have separately, on even date, given our separate reports for the results of remote e-voting and of the polling process carried at the meeting respectively, as required by Section 108 and Section 109 of the Companies Act, 2013.
 - 4) The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative authorized by the Board for safe keeping.

Place: Kolkata

**For Vinod Kothari & Company
Practising Company Secretaries**



**Arun Kumar Maitra
Partner
CP No.: 14490**