

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

Mobile: 9831196869; Email: droliapraavin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) amended rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Chairman,

45th ANNUAL GENERAL MEETING

OF M/s KABIRDAS INVESTMENTS LIMITED,

(CIN: L65993WB1974PLC157598)

Azimganj House 5th floor, Unit No 3B,

7, Camac Street, Kolkata – 700 017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 45th Annual General Meeting (AGM) of M/s. KABIRDAS INVESTMENTS LIMITED on the resolutions set out in the AGM notice dated 2nd September, 2019 held at Azimganj House, 5th floor, unit No 3B, 7, Camac Street, Kolkata – 700 017 at 9:30 A.M on Monday the 30th day of September 2019.

I, Pravin Kumar Drolia, (FCS No.2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **M/s. KABIRDAS INVESTMENTS LIMITED** ("the Company") in their meeting held on 14th August, 2019, in terms of the provisions of section 108 of the Companies Act, 2013 ("Act") read with rule 20 and 21 of the Companies (Management and Administration) amended rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot forms at the 45th AGM of the Company held on Monday, **the 30th September, 2019 at 5th floor, Unit No 3B, 7, Camac Street Kolkata – 700 017 at 9:30 A.M** in a fair and transparent manner in respect of the following resolutions set out in the AGM notice of the Company.



Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the Audited financial statement of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.
2.	Ordinary Resolution	To appoint Shri Dipak Mehta (DIN:01274012) as a Director, who is liable to retires by rotation and being eligible seek re appointment
3.	Ordinary Resolution	To re appoint M/s. B. Chhawchharia & Co., Chartered Accountants, (Firm Registration No. 305123E) as the Auditors of the Company for the financial year 2019-20 , on such remuneration (plus applicable taxes and out of pocket expenses, if any, at actuals etc.) as may be mutually agreed between the Board of directors (including any Committee thereof) of the Company and the Auditors thereon.
4	Ordinary Resolution	To appoint Mr Jesal Mehta (DIN: 05247092) as an non-executive Director of the Company pursuant to provisions of Section 149,150,152 and other applicable provisions of the Companies Act 2013, who was appointed as an additional Directors on 14/11/2018.
5	Ordinary Resolution	To appoint Mr Kunal Kampani (DIN: 07596532) as an non-executive Director of the Company pursuant to provisions of Section 149,150,152 and other applicable provisions of the Companies Act 2013, who was appointed as an additional Directors on 21/12/2018
6	Special resolution	Continuation of holding of office of Managing Director by Mr Dipak Mehta (DIN: 01274012), who has attained the age of 70 years.

1. I submit my report as under:

- 1.1. The Company had completed the dispatch of notice of AGM dated 2nd September, 2019 along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing user ID and password and Annual Report for the financial year 2018-2019 through permitted mode by 4th September, 2019 to those Members whose names appeared in the register of Members/List of beneficiaries as on 23rd August, 2019 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
- 1.2. In compliance with provisions of rules 20 and 21 of the Companies (Management and Administration) amended rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company has fixed 23rd September 2019 as cut-off date for determining the names of Members, who are eligible to cast their vote through remote e-voting. The Company had also provided voting facility to the Shareholders present at the AGM to vote on the resolutions set out in the notice of the said AGM through Physical Ballot who were Members of the Company as on 23rd September, 2019 and who did not vote by means of remote e-voting prior to the AGM.



- 1.3. An Advertisement was published in "Business Standard, Kolkata" (English Edition) and "Duranto Barta, Kolkata" (Bengali Edition) on 5th September, 2019, pursuant to Rule 20 and 21 of the Companies (Management and Administration) amended rules, 2015 informing the Members about completion of dispatch of AGM Notice by 4th September, 2018 and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
- 1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made there under relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the resolutions contained in the notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Physical Ballot Paper at the said AGM is only restricted towards making of a Consolidated Scrutinizer(s) report of the total votes, cast "in favour" and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Members in respect of the said resolutions set forth in the notice of the said AGM of the Company.
- 1.5. The e-voting period was commenced on Friday, 27th September, 2019 from 9:00 A.M. (IST) and concluded on Sunday, 29th September, 2019 at 5:00 P.M. (IST). The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 1.6. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 23rd September, 2019, fixed by the Company, were entitled to vote on the Resolutions set out in the notice of AGM of the Company.
- 1.7. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, who were not in the employment of the Company and the voting was diligently scrutinized.
- 1.8. The votes cast through remote e-voting facility were thereafter unlocked after the conclusion of AGM at 11.12 A.M. approx. in the presence of 2 (two) witnesses who were not in the employment of the Company.
- 1.9. The report inter alia containing details such as list of Equity Share Holders, who voted "for" and "against", on each of the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice dated 2nd September, 2019 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and scrutiny of physical Ballot received from the Members.
- 1.10. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the said AGM of the Company is as per "Annexure - A" attached herewith.



RESULTS:

There are 3769 numbers of eligible Members holding total 39,57,170 no(s) of Shares, who are entitled to vote electronically and /or physically as on cut-off date i.e. 23rd September, 2019. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand passed under remote e voting and voting conducted at AGM by way of physical ballot with requisite majority and hence to be passed as on the date of Annual General Meeting.

I further report that Chairman Mr. Jesal Mehta in this regard may declare and confirm the above results of voting (remote e-voting and voting by means of Ballot Papers) at the registered office of the Company, latest by 2nd October, 2019 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register for remote e voting result downloaded from CDSL and physical Ballot received from Members in respect of vote cast through physical Ballot at Annual General Meeting. The Ballot Papers and all other relevant records relating to remote e voting and voting through Ballot Paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,

FOR DROLIA & COMPANY

(Company Secretaries)



(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362

Place: Kolkata

Date: 01/10/2019

Sl. No.	Resolutions	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		Invalid votes		Vote cast in favour of resolutions		Vote cast against the resolutions		Abstain					
					No. of folios/ Ballots received	No. of Votes	% of Valid votes	No. of folios/ Ballots received	No. of Votes	% of Invalid votes	No. of folios/ Ballots	No. of Votes	% of Valid votes against the resolutions	No. of folios/ no. of Ballots	No. of Votes			
1	Consider and adopt the Audited financial statements for the financial year ended March 31,2019 and reports of Board of Directors and Auditors thereon.	Electronic	3	1736784	3	1736784	100.00	0	0	0.00	3	1736784	100.00	0	0	0.00	0	0
		Physical	2	480	2	480	100.00	0	0	0.00	2	480	100.00	0	0	0.00	0	0
		TOTAL	5	1737264	5	1737264	100.00	0	0	0.00	5	1737264	100.00	0	0	0.00	0	0
2	Re appointment of Mr Dipak Mehta (DIN:01274012) as a non executive Director liable to retire by rotation	Electronic	3	1736784	3	1736784	100.00	0	0	0.00	3	1736784	100.00	0	0	0.00	0	0
		Physical	2	480	2	480	100.00	0	0	0.00	2	480	100.00	0	0	0.00	0	0
		TOTAL	5	1737264	5	1737264	100.00	0	0	0.00	5	1737264	100.00	0	0	0.00	0	0
3	Re appointment of M/s. B. Chawchharia & Co., Chartered Accountants, (Firm Registration No. 306123E) as Auditors of the Company for the financial year 2019-20	Electronic	3	1736784	3	1736784	100.00	0	0	0.00	3	1736784	100.00	0	0	0.00	0	0
		Physical	2	480	2	480	100.00	0	0	0.00	2	480	100.00	0	0	0.00	0	0
		TOTAL	5	1737264	5	1737264	100.00	0	0	0.00	5	1737264	100.00	0	0	0.00	0	0
4	Appointment of Mr. Jesal Mehta (DIN: 05247092) as an non-executive Director of the Company pursuant to provisions of Section 149,150,152 and other applicable provisions of the Companies Act 2013.	Electronic	3	1736784	3	1736784	100.00	0	0	0.00	3	1736784	100.00	0	0	0.00	0	0
		Physical	2	480	2	480	100.00	0	0	0.00	2	480	100.00	0	0	0.00	0	0
		TOTAL	5	1737264	5	1737264	100.00	0	0	0.00	5	1737264	100.00	0	0	0.00	0	0
5	Appointment of Mr. Kunal Kampani (DIN:01596532) as an non-executive Director of the Company pursuant to provisions of Section 149,150,152 and other applicable provisions of the Companies Act 2013.	Electronic	3	1736784	3	1736784	100.00	0	0	0.00	3	1736784	100.00	0	0	0.00	0	0
		Physical	2	480	2	480	100.00	0	0	0.00	2	480	100.00	0	0	0.00	0	0
		TOTAL	5	1737264	5	1737264	100.00	0	0	0.00	5	1737264	100.00	0	0	0.00	0	0
6	Continuation of holding of office of Managing Director by Mr. Dipak Mehta (DIN: 01274012), who has attained the age of 70 years.	Electronic	3	1736784	3	1736784	100.00	0	0	0.00	3	1736784	100.00	0	0	0.00	0	0
		Physical	2	480	2	480	100.00	0	0	0.00	2	480	100.00	0	0	0.00	0	0
		TOTAL	5	1737264	5	1737264	100.00	0	0	0.00	5	1737264	100.00	0	0	0.00	0	0

We the undersigned witness that the votes were unlocked from the evoting website of CDSC(<http://www.evotingindia.com>) in our presence at 11.12 A.M. on the 30th September 2019.

FOR DROIA & COMPANY
(Company Secretaries)
Proprietor
Dipav Kumar Drolia
F.C.S.No.2366, C.P.1362
Place: Kolkata
Date: 01/10/2019



(I) Mrs Sangita Drolia
Flat 23G, Tower 1
South City Residency
Prince Anwar Saha Road, Kolkata 68

(II) Mr. Navien Saraf
58/21 Prince Anwar Shah Road
Kolkata 700045