

MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Scrutinizer's Report

To,
Chairman of
23rd Annual General Meeting of the Equity Shareholders of Shri Kalyan Holdings Limited held on Friday, 14th August, 2015 at 4.00 P.M. at Saptashrungi Apartment, Flat No -1, Ground Floor, Plot No- 282 A& 285, Sarsole (G.E.S.) Sector-6, Nerul west, Navi Mumbai, Maharashtra-400706.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 23rd Annual General Meeting of Equity Shareholders held on 14th August, 2015.

Pursuant to the resolution passed by the Board of Directors of **SHRI KALYAN HOLDINGS LIMITED** (hereinafter referred to as "Company") on Thursday, 28th May, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 23rd Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the Resolutions contained in the Notice to the 23rd AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on Recognized Stock Exchange, is required to provide e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider CDSL, Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, Beetal Financial & Computer Services Pvt. Ltd (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.



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The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 28th May, 2015 sent to all the shareholders by electronic means via e-mail and registered post. The members of the Company as on the cut-off date i.e. 07th August, 2015 were entitled to vote on the resolutions contained in the Notice to the 23rd AGM of the members of the Company.

Reference to the Companies Act, 2013	Type and description of the Ordinary Resolution
1) Ordinary Resolution: Adoption of Audited Financial Statements	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31 March, 2015 together with the reports of the Board of Directors and Auditors thereon.
2) Ordinary Resolution: Appointment of Director, liable to retire by rotation	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Jinendra Kumar Jain (DIN: 00168251) as a Director, liable to retire by rotation.
3) Ordinary Resolution: Ratification of Appointment of Statutory Auditors	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment of M/s Bhanshi Jain & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 28th May, 2015 under section 101 of the Companies Act, 2013 was dispatched to 53 (Fifty Three) shareholders by means of electronic means via e-mail and to 49 (Forty Nine) shareholders by registered post on or before 20th July, 2015. As confirmed by management, there were no such envelopes containing notice of AGM which were returned undelivered but there were 07 (Seven) e-mails which were bounced back and notice were delivered to such shareholders physically through registered post.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management



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and Administration) Rules, 2014, an advertisement was published by the company on 21st July, 2015 in "The Free Press Journal", English newspaper and in "Navshakti" vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of registered post and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

- 3) The remote e-voting period remained open from Tuesday 11th August, 2015 at 10.00 a.m. and ended on Thursday, 13th August, 2015, at 5.00 p.m.
- 4) The members of the Company as on the cut-off date i.e. Friday, 07th August, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and thereafter the Votes cast through remote e-voting were unblocked in presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the company outstanding as on 07th August, 2015 were 99,74,500. Out of 95 [Ninety Five] shareholders, 23 [Twenty Three] shareholders have exercised their votes through remote e-voting and 1 [One] shareholder has exercised his vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:

Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements

Total No. of Shareholders	95		
Total No. of Shares	99,74,500		
E-voting Period	11 th August, 2015 to 13 th August, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	23	57,44,500
Total Votes cast through Polling at AGM	B	1	6,41,500
Grand Total of e-voting / Polling at AGM (A+B)	C	24	63,86,000
Less: Invalid e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net e-voting/ Polling at AGM (C-D)	E	24	63,86,000

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.



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SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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)]*10 0
Promoter and Promoter group	62,26,600	62,26,600	100	62,26,600	0	100	0
Public institutional holders	1,96,900	0	0	0	0	0	0
Public- others	35,51,000	1,59,400	4.49	1,59,400	0	100	0
Total	99,74,500	63,86,000	64.02	63,86,000	0	100	0

Percentage of Votes cast in favour: **100%** | Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 28th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 2: Ordinary Resolution for Appointment of Director, liable to retire by rotation.

Total No. of Shareholders	95		
Total No. of Shares	99,74,500		
E-voting Period	11 th August, 2015 to 13 th August, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through e-voting	A	23	57,44,500
Total Votes cast through Polling at AGM	B	1	6,41,500
Grand Total of e-voting / Polling at AGM (A+B)	C	24	63,86,000
Less: Invalid e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net e-voting/ Polling at AGM (C-D)	E	24	63,86,000



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NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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)]*10 0
Promoter and Promoter group	62,26,600	62,26,600	100	62,26,600	0	100	0
Public institutional holders	1,96,900	0	0	0	0	0	0
Public- others	35,51,000	1,59,400	4.49	1,59,400	0	100	0
Total	99,74,500	63,86,000	64.02	63,86,000	0	100	0

Percentage of Votes cast in favour: **100%** | Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 28th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 3: Ordinary Resolution for Ratification of Appointment of Statutory Auditors

Total No. of Shareholders	95		
Total No. of Shares	99,74,500		
E-voting Period	11 th August, 2015 to 13 th August, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through e-voting	A	23	57,44,500
Total Votes cast through Polling at AGM	B	1	6,41,500
Grand Total of e-voting / Polling at AGM (A+B)	C	24	63,86,000
Less: Invalid e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net e-voting/ Polling at AGM (C-D)	E	24	63,86,000

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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)]*10 0
Promoter and Promoter group	62,26,600	62,26,600	100	62,26,600	0	100	0
Public institutional holders	1,96,900	0	0	0	0	0	0
Public- others	35,51,000	1,59,400	4.49	1,59,400	0	100	0
Total	99,74,500	63,86,000	64.02	63,86,000	0	100	0

Percentage of Votes cast in favour: **100%** | Percentage of votes cast against: **0.00**



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RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 139 of the Companies Act, 2013 as set out in the notice of AGM dated 28th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

I further report that as per the AGM notice dated 28th May, 2015, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.shrikalyan.com and on the website of CDSL and shall also be communicated to the Stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,

FOR SHRI KALYAN HOLDINGS LIMITED
For Shri Kalyan Holdings Limited

[Signature]
Authorised Signatory/Director

RAJENDRA KUMAR JAIN
CHAIRMAN AND WHOLE TIME DIRECTOR
DIN: 00168151



[Signature]
CS Manoj Maheshwari
Scrutinizer
FCS: 3355

Place: Jaipur
Date: 17th August, 2015