



DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

MBA (Finance), A.C.S.

ACS No: **39541**, CP No: **14992**

Web: www.deepaksadhu.com

Email: info@deepaksadhu.com

FORM NO. MGT-13
SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies [Management and Administration] Rules, 2014)

To

The Chairman

KMF BUILDERS AND DEVELOPERS LIMITED

24th ANNUAL GENERAL MEETING of Equity Share Holders

508, GOLF MANOR, NAL WIND TUNNEL ROAD, MURUGESHPALAYA

BENGALURU – 560017

Sub: Consolidated Scrutinizer Report on remote e-voting / Physical ballot forms conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and voting at the Twenty Fourth Annual General Meeting of the Equity Shareholders of KMF BUILDERS AND DEVELOPERS LIMITED held on Monday, 23rd day of September, 2019 at Hotel Sai Renaissance, Opp. State Bank Of India Sai Colony, (Whitefield Rly.Stn.) Kadugudi, Bangaluru-560067 at 09:00AM

Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting and physical ballot process being carried out, as per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process, the physical ballot forms received from the shareholders in respect of the resolutions passed at the 24th Annual General Meeting of the Equity Shareholders of the Company held on 23rd day of September, 2019 at 09:00 AM.

Address: No. 450, 9th cross, JP Nagar 2nd phase, Bangalore – 560 078.

Tel: 080-26596755, Mob: 98860 96664 / 88843 11947, Web: www.deepaksadhu.com

Email: info@deepaksadhu.com / deepak@deepaksadhu.com

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means and physical ballot voting on the resolutions contained in the Notice to the 24th Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and physical ballot is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and of the voting ballots received at the AGM.
3. The Notice dated 14th August, 2019 as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the shareholders in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "The Financial Express" (English) and "Vishwavani "(Kannada) on 30th August 2019.
4. The Notice was also hereby given pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies [Management and Administration Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members of the Company and Share Transfer Books will remain closed from 15th September, 2019 to 19th September, 2019 (both days inclusive).
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 09.00 am on 20th September, 2019 to 05.00 pm on 22nd September, 2019 on the resolutions as per Annexure by the members of the company.
6. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), (i.e., <https://www.evoting.nsdl.com/>) for conducting remote e-voting by the shareholders of the company.

7. The votes cast through e-voting process was unblocked by me on 23rd September 2019 after the completion of Annual General Meeting in the presence of 2 witnesses who are not in employment of the Company and who witnessed to the unblocking of votes.
8. The final report generated was tabulated by me and the data regarding the final e-votes and physical votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of National Securities Depository Limited (NSDL), (i.e.,<https://www.evoting.nsdl.com/>)
9. At the Annual General Meeting (AGM) held on 23rd September 2019, the chairman of the Annual General Meeting had provided polling papers to enable those shareholders who had not casted their votes by e-voting facility in respect of Resolutions (Items No. 1 to 4 as set out in the Notice of the 24th Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.
10. My consolidated report of the votes cast by shareholders through remote e-voting and physical ballot at the AGM with their pattern of voting is as per the Annexure annexed to this report.

ANNEXURE:

The consolidated result of e-voting & physical ballot is as under:

1. RESOLUTION NO.1 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

Adoption of Audited Statement of Profit and Loss Account for the year ended March 31, 2019 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
44	7030813	100%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
0	0	0%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

2. RESOLUTION NO.2 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -

Appointment of a Director in place of Mrs. Kavita Chadha, who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
43	7027713	99.95%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	3100	0.05%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

3. RESOLUTION NO.3 [(RESOLUTION – ORDINARY, BUSINESS – SPECIAL)] :-

Re-appointment of Mr. Gorge Chadha (DIN: 06407884) as a Managing Director of the Company.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
43	7027713	99.95%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	3100	0.05%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

4. RESOLUTION NO.4 [(RESOLUTION ORDINARY, BUSINESS – SPECIAL)] :-

Approval of Related Party Transaction.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
43	7027713	99.95%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	3100	0.05%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

A Compilation of data containing a list of equity shareholders/custodians/proxies who voted in "FAVOUR", "AGAINST" and "INVALID VOTES" for each resolution is enclosed.

All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 24th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : **Bangalore**

Date : **24th September , 2019**

Yours

Faithfully,

(CS DEEPAK SADHU)
Proprietor
DEEPAK SADHU & CO, COMPANY SECRETARIES
Scrutinizer

Counter Signed by
For KMF Builders and Developers Limited

Mr. Gorge Chadha
Chairman of the Meeting
DIN: 06407884

SIGNATURE BY WITNESS:-

1.

2.