
DEEPAK SADHU
MBA (Finance), A.C.S.



DEEPAK SADHU
COMPANY SECRETARIES

COMPANY SECRETARY
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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
27th 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 Seventh Annual General Meeting of the Equity Shareholders of KMF BUILDERS AND DEVELOPERS LIMITED held on 27th day of September, 2022 at Hotel Sai Renaissance, Opp. State Bank Of India Sai Colony, (Whitefield Rly.Stn.) Kadugudi, Bangalore-560067 at 09:00AM

Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU, 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 27th Annual General Meeting of the Equity Shareholders of the Company held on 27th day of September, 2022 at 09:00 AM.
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 27th 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 10th August, 2022 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 05th September, 2022.

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 19th September, 2022 to 23rd September, 2022 (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 24th September, 2022 to 05.00 pm on 26th September, 2022 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 were unblocked by me on 27th September, 2022 after the completion of the Annual General Meeting.
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 27th September, 2022 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 27th 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)] : -

To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2022, the Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

(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
65	7971228	99.99%

(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	10	0.01%

(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

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#1 in the notice to AGM dated 27th September 2022 has been passed unanimously.

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

To appoint a Director in place of Mrs. Kavita Chadha (DIN: 03304018), 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
64	7961647	99.88%

(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
02	9591	0.12%

(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

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#2 in the notice to AGM dated 27th September 2022 has been passed unanimously.

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

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions M/s. B Sreenivasa & Co., Chartered Accountants (Firm Registration No. 009287S), be appointed as Statutory Auditors of the Company to hold office for a consecutive term of 5 years from the conclusion of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting 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
64	7961647	99.88%

(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
02	9591	0.12%

(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

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#3 in the notice to AGM dated 27th September 2022 has been passed unanimously.

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

Prior approval for Related Party Transactions

RESOLVED THAT pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('the Act') consent of the members be and is hereby accorded to the Board of Directors to enter into transactions, contracts and agreements with Related Parties of the Company at a maximum of Rs. 15 Lacs per transaction

(v) 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
64	7961647	99.88%

(vi) 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
02	9591	0.12%

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

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

NOTE: Based on the aforesaid results we report that the special resolution as contained in item#4 in the notice to AGM dated 27th September 2022 has been passed unanimously.

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 27th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : **Bangalore**

Date : **27th September, 2022**

UDIN: **A039541D001060847**

Peer Review Number: **2387/2022**

Yours Faithfully,

(CS DEEPAK SADHU)

Authorised Signatory

DEEPAK SADHU, COMPANY SECRETARIES
Scrutinizer

Counter Signed by
For KMF Builders and Developers Limited

Mr. Gorve Chadha
Chairman of the Meeting
DIN: 06407884

SIGNATURE BY WITNESS:-

1.

2.