



# DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

B.Com, MBA (Finance), A.C.S.

ACS No: 39541, CP No: 14992

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## 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**

**21<sup>ST</sup> 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 First Annual General Meeting of the Equity Shareholders of KMF BUILDERS AND DEVELOPERS LIMITED held on Tuesday, 29<sup>th</sup> day of September, 2016 at 508, GOLF MANOR, NAL WIND TUNNEL ROAD, MURUGESHPALAYA, Bengaluru -560 017, Karnataka at 10:30AM**

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

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resolutions passed at the 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of the Company held on 29<sup>th</sup> day of September, 2016 at 10:30 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 21<sup>st</sup> 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 Central Depository Services (India) Limited (CDSL), 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 12<sup>th</sup> August, 2016 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 "Samyukta Karnataka" (Kannada).
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 September 21<sup>st</sup>, 2016 to September 25<sup>th</sup>, 2016 (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 10.00 am on September 26<sup>th</sup>, 2016 to 5.00 pm on

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September 28<sup>th</sup>, 2016 on the resolutions as per Annexure by the members of the company.

6. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL), (i.e., <https://www.evotingindia.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 29<sup>th</sup> September 2016 after the adjournment 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 Central Depository Services (India) Limited (CDSL), (i.e., <https://www.evotingindia.com>)
9. At the Annual General Meeting (AGM) held on 29<sup>th</sup> September 2016, 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 5 as set out in the Notice of the 21<sup>st</sup> 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.

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**ANNEXURE:**

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

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

Consider and adoption of audited financial statements for the year ended March 31, 2016, the Board's Report and 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
29	7951980	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
0	0

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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
29	7951980	100.00%

(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
0	0

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
0	0

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3. RESOLUTION NO.3 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-  
Ratification of the appointment of M/s. B. Sreenivasa and Co. Chartered  
Accountants as Statutory Auditors 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
29	7951980	100.00%

(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
0	0

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

Appointment of Mr. Pradeep Kumar Malik as Whole-time 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
29	7951980	100.00%

(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
0	0

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
0	0

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5. RESOLUTION NO.5 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] :-

Appointment of Mr. Chirag Salaria as an Independent Director of the Company.

(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
29	7951980	100.00%

(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
0	0	0%

(vii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
0	0

(viii) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
0	0

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10. All the relevant records poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 21<sup>st</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : Bangalore

Date : 29<sup>th</sup> September, 2016



Yours Faithfully,

(CS DEEPAK SADHU)

Proprietor

DEEPAK SADHU & CO, COMPANY SECRETARIES

Scrutinizer

Counter Signed by

For KMF Builders and Developers Limited

For KMF Builders & Developers Limited  
*[Signature]*

Mr. Gorge Chaudhary

Chairman of the Meeting

DIN:06407884

SIGNATURE BY WITNESS:-

1. *[Signature]*  
Narayanaswamy  
NO.76, 5th cross, 5th Block  
Rajajinagar, Bangalore. 10

2. L. PRANESH KUMAR  
# 39, 2nd CROSS  
K.P. AGRAHARA  
BANGALORE - 23

*[Signature]*