#### Shubh Karan Jain (Dr.) M.Com. L.L.B., FCS, Ph.D. MIIA (USA)

# S. K. Jain & Co.

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#### Scrutinizer's Report - Combined

To,

The Chairman of,

27th Annual General Meeting of the Members of K-Lifestyle & Industries Limited

Held on Saturday, 19<sup>th</sup> July, 2014 at 65, Krishna Nagar, Samarvani, Silvassa (Union Territory) -396230 at 11:30 A.M.

#### Dear Sir,

- 1. I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed as a Scrutinizer by
- the Board of Directors of K-Lifestyle & Industries Limited for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
  - the Chairman of the Annual General Meeting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 27<sup>th</sup> Annual General Meeting of the Members of the Company held on 19<sup>th</sup> July, 2014 at at 65, Krishna Nagar, Samarvani, Silvassa (Union Territory) -396230 at 11:30 A.M.
- the requirements of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and poll on the resolutions contained in the Notice to the 27<sup>st</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Universal Capital Securities Pvt. Ltd, the Authorised Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.
- 2. I have issued separate Scrutinizer's Report dated 17<sup>th</sup> July, 2014 on the e-voting and dated 25<sup>th</sup> July, 2014 on the poll on the resolutions contained in the Notice to the AGM. As requested by management, I submit herewith my Combined Report on the results of e-voting together with that of Poll as under:

## Ordinary Resolution:

• To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31/03/2014, the report of Board of Directors thereon.

Promoter/Public	No. of Shares Held	No. of votes Polled	140.0	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
				NIL	96.57%	527117899	NIL	100%	NIL
	545838649	527117899	527117899	MIL				<u> </u>	NIL
Promoter and Promoter Group			<del> </del>	NIL	NIL	NIL	NIL	NIL	MIL
	35395730	NIL	NIL	1415	1			1	1
Public									- 070
Institutional				<b></b>	10.030/	86485674	41378	99.95%	0.05%
holders	441148581	86532177	86527052	5125	19.62%	00-10507			<u> </u>
<b>Public Others</b>	441148501	80332177				613603573	41378		l
		613650076	613644951	5125		013003313	1		
Total	1022382960	013030070							

## Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter	527117899	85.89%
Group Public Institutional	Nil	0
holders	86485674	14.10%
Public Others Total	613603571	99.99%

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter &	Nil	0
Promoter Group Public Institutional	Nil	0
nolders		0.006%
Public Others Total	41378	0.006%



Ordinary Resolution: To re-appoint M/s. A. F. Khasgiwala & Co., Chartered Accountants, as the Statutory Auditors of the Company.

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	545838649	527117899	527117899	NIL	96.57%	527117899	NIL	100%	NIL
Public Institutional holders	35395730	NiL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Others	441148581	86532177	86527052	5125	19.62%	86485674	41378	99.95%	0.05%
Total	1022382960	613650076	613644951	5125		613603573	41378	<u> </u>	

#### Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled		
Promoter & Promoter	527117899	85.89%		
Group				
Public Institutional	Nil	0		
holders				
Public Others	86485674	14.10%		
Total	613603571	99.99%		

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled		
Promoter &	Nil	0		
Promoter Group				
Public Institutional	Nil	0		
holders				
Public Others	41378	0.006%		
Total	41378	0.006%		



Ordinary Resolution: To appoint Shri Narayan Ghumatkar (DIN:01717979) as an Independent Director

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and	545838649	527117899	527117899	NIL	96.57%	527117899	NIL	100%	NIL
Promoter Group				NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional	35395730	NIL	NIL	IAIL	14.=				0.0594
holders	10704	05522477	86527052	5125	19.62%	86485674	41378	99.95%	0.05%
<b>Public Others</b>	441148581	86532177	80327032					<del> </del>	<del>                                     </del>
		613650076	613644951	5125		613603573	41378	1	<u> L'</u>
Total	1022382960	913030010	<u> </u>	<del></del>					

## Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter	527117899	85.89%
Group Public Institutional	Nil	0
holders	86485674	14.10%
Public Others Total	613603571	99.99%

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter &	Nil	0
Promoter Group Public Institutional	Nil	0
holders Public Others	41378	0.005%
Total	41378	0.006%



Ordinary Resolution: To appoint Shri Pritam Singh Pritam (DIN: 00048978) as an Independent Director

Promoter/Public	No. of Shares Held	No. of votes Polled	140. 4.	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	545838649	527117899	527117899	NIL	96.57%	527117899	NIL	100%	NIL
Promoter and Promoter Group			NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional	35395730	NIL	MIT						
holders				F43F	19.62%	86485674	41378	99.95%	0/05%
Public Others	441148581	86532177	86527052	5125	19.02%				<del> </del>
Fubite Office			222242054	5125	+	613603573	41378	<u> </u>	<u> </u>
Total	1022382960	613650076	613644951	3123					

## Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled		
Promoter & Promoter	527117899	85.89%		
Group Public Institutional	Nil	0		
holders	86485674	14.10%		
Public Others Total	613603571	99.99%		

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter &	Nii	0
Promoter Group Public Institutional	Nil	0
holders	41378	0.006%
Public Others Total	41378	0.006%



Ordinary Resolution: To appoint Shri Farindra Bihari Rai (DIN: 00780521), as an Independent Director

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and	545838649	527117899	527117899	NIL	96.57%	527117899	NIL	100%	NIL
<b>Promoter Group</b>	05205720	NUI	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional	35395730	NIL	1412						0.05%
holders	441148581	86532177	86527052	5125	19.62%	86485674	41378	99.95%	0.05%
Public Others	44,140501	00000				612602572	41378	<del> </del>	<del>                                     </del>
Total	1022382960	613650076	613644951	5125		613603573	413/6		<u> </u>

## Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter	527117899	85.89%
Group Public Institutional	Nil	0
holders		14.10%
Public Others	86485674	99.99%
Total	613603571	77.77/4

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter &	Nil	0
Promoter Group		
Public Institutional	Nil	U
holders	410.50	0.006%
Public Others	41378	0.006%
Total	41378	0.00070



# Ordinary Resolution: To appoint Shri Shivprasad Shrivastav (DIN: 01455458) as an Independent Director

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polied on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and	545838649	527117899	527117899	NIL	96.57%	527117899	NIL	100%	NIL
Promoter Group		Atti	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional	35395730	NIL				ļ	44270	99.95%	0.05%
holders	441148581	86532177	86527052	5125	19.62%	86485674	41378	73.3370	0.0370
Public Others	17,,4000			<del> </del>	<del></del>	613603573	41378	<del>                                     </del>	
Total	1022382960	613650076	613644951	5125		013003375	1		

## Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled		
Promoter & Promoter	527117899	85.89%		
Group Public Institutional	Nil	0		
holders	86485674	14.10%		
Public Others Total	613603571	99.99%		

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter &	Nil	0
Promoter Group Public Institutional	Nil	0
holders	41378	0.006%
Public Others Total	41378	0.006%

Ordinary Resolution: To appoint Shri Kulwinder Kumar Nayyar (DIN: 02125734), as an Independent Director

Promoter/Public	No. of Shares Held	14000	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and	545838649	527117899	527117899	NIL	96.57%	527117899	NIL	100%	NIL
Promoter Group Public	35395730	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Institutional holders				5125	19.62%	86485674	41378	99.95%	0.05%
Public Others	441148581	86532177	86527052		13.02/0		41378		<del> </del>
Total	1022382960	613650076	613644951	5125		613603573	41378		.1

## Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter	527117899	85.89%
Group Public Institutional	Nil	0
holders	86485674	14.10%
Public Others Total	613603571	99.99%

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter &	Nil	0
Promoter Group Public Institutional	Nil	0
holders	41279	0.006%
Public Others Total	41378	0.006%

Ordinary Resolution: To appoint Shri Dileep Shankar Kapre (DIN: 03206001), as an Independent Director

Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and	545838649	527117899	527117899	NIL	96.57%	527117899	NIL	100%	NIL
Promoter Group Public Institutional holders	35395730	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Others	441148581	86532177	86527052	5125	19.62%	86485674	41378	99.95%	0.05%
Total	1022382960	613650076	613644951	5125		613603573	41378	<u> </u>	

#### Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled		
Promoter & Promoter	527117899	85.89%		
Group				
Public Institutional	Nil	0		
holders				
Public Others	86485674	14.10%		
Total	613603571	99.99%		

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	Nil	0
Public Institutional holders	Nil	0
Public Others	41378	0.006%
Total	41378	0.006%



Ordinary Resolution: To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

Promoter/Public	140.01	No. of votes Polled	valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	Votes in Favour	No. of Votes against	Votes	% of votes against on votes polled
Promoter and			ļ 	NIL	NIL	NIL	NIL	NIL	NIL
Promoter Group	35395730	NIL	NIL						
Public									
Institutional	1	i		\		05405674	41378	99.95%	0.05%
holders	7.	00073177	86527052	5125 5125	19.62%	86485674	413/6	1	
<b>Public Others</b>	441148581	86532177				613603573	41378		
			613644951		<b>T</b>				
Total	1022382960	613650076	013044331	1 3223					

# Voted In Favour of Resolution

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled 85.89%		
Promoter & Promoter	527117899			
Group Public Institutional	Nil	0		
holders	86485674	14.10%		
Public Others Total	613603571	99.99%		

category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter &	Nil	0
Promoter Group Public Institutional	Nil	0
holders	41270	0.006%
Public Others  Total	41378 41378	0.006%



Place: Mumbai

Dated: 25/07/2014

Thanking You Yours Faithfully,

Name/s and Signature of the Seratinizer/s

Dr. S. R. Lange Practicing Company Secretary