

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

**S. K. Jain & Co.**  
Company Secretaries

**Scrutinizer's Report - Combined**

To,

The Chairman of,

**27<sup>th</sup> 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

- (i) 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 65, Krishna Nagar, Samarvani, Silvassa (Union Territory) -396230 at 11:30 A.M.

- (ii) The Management 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>th</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:



Item No. 1

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	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		

Voted In Favour of Resolution

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

Votes In against of Resolution

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%



Item No. 2

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

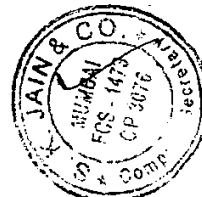
Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	545838649	527117899	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		

Voted In Favour of Resolution

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

Votes In against of Resolution

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%



Item No. 3

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 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		

Voted In Favour of Resolution

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

Votes In against of Resolution

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%



Item No. 4

Ordinary Resolution: To appoint Shri Pritam Singh Pritam (DIN: 00048978) 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 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		

**Voted In Favour of Resolution**

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

**Votes In against of Resolution**

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



Item No. 5

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

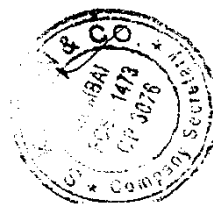
Promoter/Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Valid Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	545838649	527117899	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		

**Voted In Favour of Resolution**

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

**Votes In against of Resolution**

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%



Item No. 6

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 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%
<b>Total</b>	<b>1022382960</b>	<b>613650076</b>	<b>613644951</b>	<b>5125</b>		<b>613603573</b>	<b>41378</b>		

Voted In Favour of Resolution

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

Votes In against of Resolution

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%
<b>Total</b>	<b>41378</b>	<b>0.006%</b>



Item No. 7

Ordinary Resolution: To appoint Shri Kulwinder Kumar Nayyar (DIN: 02125734), 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 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		

Voted In Favour of Resolution

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

Votes In against of Resolution

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%





Item No. 8

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 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%
<b>Total</b>	<b>1022382960</b>	<b>613650076</b>	<b>613644951</b>	<b>5125</b>		<b>613603573</b>	<b>41378</b>		

Voted In Favour of Resolution

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

Votes In against of Resolution

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%
<b>Total</b>	<b>41378</b>	<b>0.006%</b>



Item No. 9

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

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%
<b>Total</b>	<b>1022382960</b>	<b>613650076</b>	<b>613644951</b>	<b>5125</b>		<b>613603573</b>	<b>41378</b>		

Voted In Favour of Resolution

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

Votes In against of Resolution


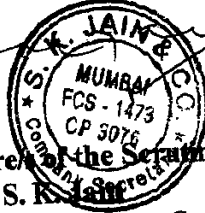
category	No. of Valid Votes	% of Valid Votes to Valid Votes Polled
Promoter & Promoter Group	Nil	0
Public Institutional holders	Nil	0
Public Others	41378	0.006%
<b>Total</b>	<b>41378</b>	<b>0.006%</b>



Place: Mumbai

Dated: 25/07/2014

Thanking You  
Yours Faithfully,

Name/s and Signature of the Signatory/s  
**Dr. S. K. Jain**  
Practicing Company Secretary