### SCRUTINIZER'S REPORT

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To,

The Board of Directors

### K-Lifestyle & Industries Limited

Ranghuvanshi Mills compound 11/12, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400013

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors ("the Board") of K-Lifestyle & Industries Limited for seeking approval of the Shareholders by way of Special Resolutions for authorizing the Board to

I hereby submit my report as under:-

- I) Borrowing limits of the Company.
- II) Creation of Charge/ Mortgage on Assets of the Company.
- III) Loan/Guarantee/ Security and Investment by the Company.
- IV) Authorization for Related Party Transactions.
- a. I had given my consent to act as Scrutinizer for the said Postal Ballot process vide my letter dated 11 July, 2014.
- b. The Company had offered e-voting facility as an alternative to all its Members, which enabled the Members to cast votes electronically instead of physically submitting dully filled in Postal Ballot Form. The instructions on e-voting were provided in the Notice.

- c. The Company was having 71,327 Shareholders as on 28 July, 2014. The Company has not provided me the proof of dispatch of Postal Ballot Notice in terms of Rule 22(2) of the Companies (Management and Administration) Rules, 2014.
- d. A Public Notice that the Company had sent Postal Ballot Notices along with other documents to the Shareholders was published in The Free Press Journal (English Newspaper) in Mumbai, Loksatta Janasatta (Regional Language) Vododara and Navshakti (Regional Language) Newspaper in Mumbai on Saturday, 2.08.2014.
- e. I was delivered in all 8 (Eight) numbers of Postal Ballot envelopes through Kalbadevi Post Office from the Shareholders. All the Postal Ballot Envelopes were opened in my presence. The particulars of all Postal Ballots received from the shareholders were entered in the Register in electronic form separately maintained for the purpose. For the purpose of my Report, the Postal Ballots received up to the close of working hours on 1st September, 2014 were scrutinized by me for the purpose of ascertaining assent, dissent of shareholders to the Special Resolutions and the invalid Postal Ballots.
- f. The result of the scrutiny is as under:



# Item No. 1 Borrowing limits of the Company

# **Physical Voting Result:**

Promoter/Public	No. of shares held (1)	No. of Invalid Votes	No. of Valid Votes (3)	No. of votes polled (4)	Interested Party voted in the Resolution (5)	% of votes polled on outstandin g shares (6)= [(4)/(1)]x1	No. of votes in favour (7)	No. of votes against	votes in favour on votes polled (9)= [(7)/(4)] x100	votes against on votes polled (10)= [(8)/(4)] x100
Promoter & Promoter Group	545838649	0	0	0	0	0	0	0	0	0
Public nstit nal Holders	35395730	0	0	0	0	0	0	0	0	0
oublic- Others	441148581	0	9000	9000	0	0.002%	9000	0		*0
rotal	1022382960	-	9000	9000	0		9000	0	<u> </u>	<u> </u>

# E-voting Result:

romoter/	No. of shares held (1)	No. of Invalid Votes (2)	No. of Valid Votes (3)	No. of votes polled	Intereste d Party voted in the Resoluti on (5)	% of votes polled on outstandin g shares  (6)= [(4)(1)]x 100	No. of votes in favour  (7)	No. of votes against (8)	% of votes in favour on votes polled	% of votes against on votes polled
romoter & romoter iroup	545838649	0	545838649	545838649	0	100%	545838649	0	100%	0
ublic istitutional lolders	35395730	0	0	0	0	0	0	0	0	0
ublic- Others	441148581	0	86550478	86550478	0	19.62%	86475400	75078	99.91%	0.09%
'otal	1022382960		632389127	632389127	0		632314049	75078		



### Combined Result:

oromoter/	No. of shares held	No. of Invalid Votes	No. of Valid Votes	No. of votes polled	Intereste d Party voted in the Resoluti on (5)	% of votes polled on outstandin g shares (6)= [(4)/(1)]x 100	No. of votes in favour  (7)	No. of votes against (8)	% of votes in favour on votes polled  (9)= [(7)/(4)]x 100	% of votes against on votes polled (10)= [(8)/(4)]x 100	
Promoter & Promoter Group	545838649	0	545838649	545838649	0	100%	545838649	0		0	
oublic nstitutional Holders	35395730	0	0	0	0	0	0	0	0	0	
oublic hers	441148581	0	86559478	86559478	0	19.62%	86484400	75078	99.91%	0.09%	-
<b>Fotal</b>	1022382960		632398127	632398127	0		632323049	75078			

#### Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to valid votes polled
1.	Promoter and promoter group	545838649	86.31%
2.	Public Financial Institution	0	0
3	Public - Others	86484400	13.68%
	Total	632323049	99.99%

S.No.	Category	Number of valid votes	% of valid votes to valid votes polled
1.	Promoter and promoter group	0	<b>0</b> ·
2.	Public Financial Institution	0	0
3	Public - Others	75078	0.01%
<del></del>	Total	76078	0.01%

### Item No.2 Creation of Charge/ Mortgage on Assets of the Company.

# Physical Voting Result:

∍romoter/ ∍ublic	No. of shares held (1)	No. of Invalid Votes	No. of Valid Votes (3)	No. of votes polled (4)	Interested Party voted in the Resolution (5)	% of votes polled on outstandin g shares (6)= [(4)/(1)]x1 00	No. of votes in favour	No. of votes against	votes in favour on votes polled  (9)=  [(7)/(4)]  x100	votes against on votes polled (10)= [(8)/(4)]
Promoter & Promoter Stroup	545838649	0	0	0	0	0	0	0	0	0
Public nstitutional Holders	35395730	0	0	0	0	0	0	0	0	0
Public- Others	441148581	0	9000	9000	0	0.002	9000	0	100%	Q <sub>n</sub> , y
Γotal	1022382960		9000	9000	0		9000	0		

# E-voting Result:

romoter/	No. of shares held	No. of Invalid	No. of Valid Votes	No. of votes polled	Intereste d Party	% of votes	No. of votes in favour	No. of votes	% of votes in	% of votes
ublic	(1)	Votes (2)	(3)	(4)	voted in the Resoluti	polled on outstandin g shares	(7)	against (8)	favour on votes polled	against on votes polled
					on (5)	(6)= [(4)/(1)]x 100		Section 1 sectio	(9)= [(7)/(4)]x 100	(10)= [(8)(4)]x = 100
romoter & romoter roup	545838649	0	545838649	545838649	0	100%	545838649	0	100%	0
ublic estitutional olders	35395730	0	0	0	0	0	0	0 ) . ****	0	*(0***********************************
ublic- Others	441148581	0	86550478	86550478	0	19.62%	86475400	75078	99.91%	0.09%
otal	1022382960		632389127	632389127	0	<u> </u>	632314049	75078		

### **Combined Result:**

Promoter/	No. of shares held	No. of Invalid Votes (2)	No. of Valid Votes	No. of votes polled	Intereste d Party voted in the Resoluti on	% of votes polled on outstandin g shares	No. of votes in favour  (6)	No. of votes against	(8)=	
Promoter &	545838649	0	545838649	545838649	0	[(4)/(1)]x 100	545838649	0	[(6)/(4)]x 100	[(7)/(4)]x 100
Public nstitutional	35395730	0	0	0	0	0	0	0	0	O
Public thers	441148581 1022382960	0	86559478 632398127	86559478 632398127	0	19.62%	86484400 632323049	75078 <b>75078</b>	99.91%	0.09%

#### Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to valid votes polled			
1.	Promoter and promoter group	545838649	86.31%			
2.	Public Financial Institution	0	0			
3	Public - Others	86484400	13.68%			
	Total	632323049	99.99%			

S.No.	Category	Number of valid votes	% of valid votes to valid votes polled
1.	Promoter and promoter group	0	0
2.	Public Financial Institution	0	0
3	Public - Others	75078	0.01%
	Total	75078	0.01%
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# Item No. 3 Loan/Guarantee/Security and Investment by the Company.

# Physical Voting Result:

Public	No. of shares held (1)	No. of Invalid Votes	No. of Valid Votes (3)	No. of votes polled (4)	Interested Party voted in the Resolution (5)	% of votes poiled on outstandin g shares (6)= [(4)/(1)]x1 00	No. of votes in favour (7)	No. of votes against (8)	% of votes in favour on votes polled  (9)= [(7)/(4)] x100	% of votes against on votes polled (10)= [(8)/(4)] x100
Promoter & Promoter Group	545838649	0	0	0	0	0	0	0	0	O
Public nstit nal Holders	35395730	0	0	0	0	0	0	0	0	0
<sup>3</sup> ublic- Others	441148581	0	9000	9000	0	0.002	9000	0	100%	0.
<b>Fotal</b>	1022382960		9000	9000	0		9000	0		

### E-voting Result:

romoter/	No. of shares held	No. of Invalid	No. of Valid Votes	No. of votes polled	Intereste d Party	% of votes	No. of votes in favour	No. of votes	% of ##	Yotes.
ublic	(1)	Votes (2)	(3)	(4)	voted in the Resoluti	polled on outstandin g shares	(7)	against (8)	favour ort votes polled	against on votes polled
		:			on (5)	(6) <del>=</del> [(4)/(1)]x 100			(9)= [(7)/(4)]x 100	(10)- [(8)/(4)]x 100
										Bije die ee
romoter & romoter iroup	545838649	0	545838649	545838649	0	100%	545838649	0	100%	0
ublic istitutional lolders	35395730	0	0	0	0	0	0	0	0	0
ublic-Others	441148581	0	86550478	86550478	0	19.62%	86475400	75078	99,91%	0.000
otal .	1022382960		632389127	632389127	0		632314049	75078	Carlotte and Carlotte	a dilar a diam

### Combined Result:

Promoter/ Public	No. of shares held	No. of Invalid Votes (2)	No. of Valid Votes (3)	No. of votes polled	Intereste d Party voted in the Resoluti on	% of votes polled on outstandin g shares  (5)= [(4)/(1)]x 100	No. of votes in favour (6)	No. of votes against (7)	% of votes in favour on votes polled (8)7 [(6)/(4)]2	% of votes against on votes polled (9)=(70(4))=100
Promoter & Promoter Group	545838649	0	545838649	545838649	0	100%	545838649 : · ·	0	E100'*	
Public nstitutional Holders	35395730	0	0	0	0	0	0	0	0	0
Public- Others	441148581	0	86559478	86559478	0	19.62%	86484400	75078	99.91%	0.09%
Γotal	1022382960		632398127	632398127	0		632323049	75078		

#### Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to validate votes polled		
1.	Promoter and promoter group	545838649	86.31%		
2.	Public Financial Institution	0	0		
3	Public - Others	86484400	13.68%	·	
	Total	632323049	99.99%		

S.No.	Category	Number of valid votes	% of valid votes to valid votes polled		
1.	Promoter and promoter group	0	0		
2.	Public Financial Institution	0	0		
3	Public - Others	75078	0.01%	X- 1	20 1 2 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
	Total	75078	0.01%		, , , , , , , , , , , , , , , , , , ,



# **Item No.4** Authorization for Related Party Transactions.

# Physical Report:-

Promoter/	No. of shares held	No. of Invalid Votes	No. of Valid Votes	No. of votes polled	Interested Party voted in	% of votes polled on outstandin	No. of votes	No. of votes against	yotes in favour	votes against	and the second
	(1)	(2)	(3) 	(3) (4)	the Resolution	g shares (6)=	(7)	(8)	on votes polled	on votes polled	: -  VL2
					(5)	((4)/(1)]x1 00			(9)= [(7)/(4)] x100	(10)= [(8)/(4)] x100	
Promoter & Promoter Group	545838649	0	0	0	0	0	0	0	0	0	
Public nstitutional Hold	35395730	0	0	0	0	0	0	0	0	0	
Public- Others	441148581	0	9000	9000	0	0.002%	9000	o ·	100%	U .	
<b>Fotal</b>	1022382960	0	9000	9000	0		9000	0			

# E-voting Report:-

romoter/Public	No. of Shares Held (2)	No. of votes Polled (3)	Interested Party voted in favour of the Resolution (4)	No. Of valid Votes (5)	No. Of Invalid Votes (6)	% of Votes Polled on outstanding Shares (7)= [3/2]*100	No. of Votes in Favour (8)	No. of Votes against (9)	Votes in Favour co valida votes 10= (8/5)*100	votes against votes 11s (9/5)*100
Promoter and Promoter Group	545838649	545838649	545838649	0.	0	100%	0	0 2	<b>Q</b>	0
<sup>2</sup> ublic nstitutional nolders	35395730	0	0	0	0	0	0	0	0	0
Public Others	441148581	86550478	0	86550478	0	19.62%	86475400	75078	99.91%	0.09%
<b>Fotal</b>	1022382960	632389127	545838649	86550478	0		86475400	75078		





romoter/Public	No. of Shares Held (2)	No. of votes Polled (3)	Interested Party voted in favour of the Resolution (4)	No. Of valid Votes (5)	No. Of Invalid Votes (6)	% of Votes Polied on outstanding Shares (7)= (3/2)	No. of Votes in Favour (8)	No. of Votes against (9)	% of Votes in Favour on valid votes 10= (8/5)*100	% of votes against on valid votes 11=
Promoter and Promoter Group	545838649	545838649	545838649	0	0	100%	0	0	0	0
Public nstitutional nolders	35395730	0	0	0	0	0	0	0 ,	0	
Public Others	441148581	86559478	0	86559478	0	19.62%	86484400	75078	99.91%	0.09%
Гotal	1022382960	632398127	545838649	86559478	0		86448400	75078		The second

#### Voted in favour of the Resolution:

S.No.	Category	Number of valid votes	% of valid votes to Total valid votes polled i.e. 86559478	garafalara kajalari
1.	Promoter and promoter group	0	0	
2.	Public Financial Institution	0	0	
3	Public - Others	86559478	99.91%	
	Total	86559478	99.91%	

S.No.	Category	Number of valid votes	% of valid votes to valid votes polled	
1.	Promoter and promoter group	0	0	
2.	Public Financial Institution	0	0	
3	Public - Others	75078	0.09%	
	Total	76078	0.09%	

The Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Mumbai

Dated: 03.09.2014

Chairman

Thanking You Yours Faithfully,

Name/s and Signature/s of the Schminizer.
Dr. S. K. Jain

**Practicing Company Secretary**