



**DEEP SHUKLA & ASSOCIATES**

COMPANY SECRETARIES

B-4, The Parle Colony Co-op. Hsg. Society Ltd.,  
Sahakar Road, Next to Gokul Arcade,  
Vile Parle (East), Mumbai - 400057.  
Tele : 022 - 26834250  
E-mail : deepsoffice@gmail.com / deepsoffice@yahoo.com

To,  
The Chairman,  
KANANI INDUSTRIES LIMITED  
[CIN: L51900MH1983PLC029598]  
G/6, PRASAD CHAMBERS, TATA ROAD NO.2  
OPERA HOUSE,  
MUMBAI - 400004.

Respected Sir,

**Sub.: Scrutinizer's Report on e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Report on the physical ballot forms as posted to the shareholders who do not have access to e-Voting.**

I, Deep Shukla, being the Proprietor of M/s. Deep Shukla & Associates, Practicing Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of **KANANI INDUSTRIES LIMITED**, pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct electronic voting process and to scrutinize the physical ballot forms as received from the Shareholders in respect of the below mentioned resolutions, bearing items Nos. 01 to 07, to be passed at 31<sup>st</sup> Annual General Meeting of the Company to be held on Monday, September 29, 2014.

The Company has availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-Voting by the Shareholders of the Company. The Company has also provided voting by physical ballot form to the Members who do not have access to e-Voting facility.

The voting rights of members are in proportion to their shares of the paid up equity share capital of the Company as on 29<sup>th</sup> August, 2014, being the cutoff date.

The period for e-Voting commenced on Monday, 22<sup>nd</sup> September, 2014 (9.00 a.m IST) and ended on Tuesday, 23<sup>rd</sup> September, 2014 (6.00 p.m IST). Thereafter, votes cast under e-Voting facility were unblocked on 25<sup>th</sup> September, 2014, in the presence of two witnesses, who were not in the employment of the Company. *No, Votes were casted through physical ballot forms.*



I have scrutinized and reviewed the voting through electronic means based on data downloaded from the Central Depository Services (India) Limited (CDSL) [website: [www.eVotingindia.co.in](http://www.eVotingindia.co.in)] e-Voting system.

Based on above, I do and hereby submit my Report as under:

**Ordinary Business**

**Item No. 01**

**Type of Resolution: Ordinary**

Adoption of Audited Financial Statements for the financial year ended March 31, 2014 and reports of the Board of Directors and the Auditors thereon.

**i. Votes in favour of the resolution**

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	74034840	100.00
Physical Ballot Form	0	0	0.00
Total Voting	3	74034840	100.00

**ii. Votes against the resolution**

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Physical Ballot Form	0	0	0.00
Total Voting	0	0	0.00

**iii. Invalid Votes**

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Physical Ballot Form	0	0
Total Voting	0	0



Item No. 02

Type of Resolution: Ordinary

To appoint a Director in place of Mr. Premjibhai Devjibhai Kanani, who retires by rotation, and being eligible, offers himself for re-appointment.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	74034840	100.00
Physical Ballot Form	0	0	0.00
Total Voting	3	74034840	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Physical Ballot Form	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Physical Ballot Form	0	0
Total Voting	0	0



Item No. 03

Type of Resolution: Ordinary

Appointment of M/s. Ravi and Dev, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	74034840	100.00
Physical Ballot Form	0	0	0.00
Total Voting	3	74034840	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Physical Ballot Form	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Physical Ballot Form	0	0
Total Voting	0	0



Item No. 04

Type of Resolution: Ordinary

Appointment of Mr. Mr. Devendra Kumar Kikani [DIN: 01774865] as an Independent Director of the company.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	74034840	100.00
Physical Ballot Form	0	0	0.00
Total Voting	3	74034840	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Physical Ballot Form	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Physical Ballot Form	0	0
Total Voting	0	0



Item No. 05

Type of Resolution: Special

To authorise the Board to create mortgage/charge for a sum not exceeding Rs. 100 Crores.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	74034840	100.00
Physical Ballot Form	0	0	0.00
Total Voting	3	74034840	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Physical Ballot Form	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Physical Ballot Form	0	0
Total Voting	0	0



Item No. 06

Type of Resolution: Special

To authorize the Board to borrow monies upto a sum not exceeding Rs. 100 crores.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	74034840	100.00
Physical Ballot Form	0	0	0.00
Total Voting	3	74034840	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Physical Ballot Form	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Physical Ballot Form	0	0
Total Voting	0	0



Item No. 07

Type of Resolution: Special

Alteration of existing Articles of Associations by way of adoptions of Table F of Schedule I of the Companies Act, 2013.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	74034840	100.00
Physical Ballot Form	0	0	0.00
Total Voting	3	74034840	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Physical Ballot Form	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

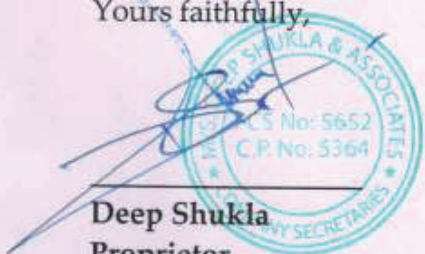
Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Physical Ballot Form	0	0
Total Voting	0	0





The Registers, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the said 31<sup>st</sup> Annual General Meeting and the same will be handed over to the Board of Directors for safe keeping.

Thanking you,  
Yours faithfully,

  
Deep Shukla

Proprietor

For: M/s. Deep Shukla & Associates

Practicing Company Secretaries

FCS : 5652, CP : 5364

Date: 25/09/2014

Place: Mumbai