

**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108&109 of the Companies Act, 2013 and  
Rule 20& 21 of Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Kama Holdings Limited  
The Galleria, DLF Mayur Vihar,  
Unit No. 236 & 237, 2<sup>nd</sup> Floor, Mayur Place,  
Noida Link Road, Mayur Vihar Phase I Extn,  
Delhi- 110 091

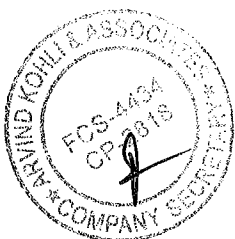
Respected Sir,

**Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 17<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017**

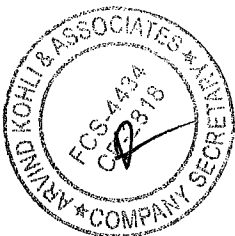
1. I, CS Arvind Kohli, Proprietor, Arvind Kohli & Associates, Company Secretaries, Gurgaon, Haryana was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a. Scrutinizing the remote e-voting process in terms of the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
  - b. Conducting Poll through polling paper under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

for passing of the Resolutions as mentioned under item numbers 1 to 4 as set out in the Notice of 17<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company dated 25<sup>th</sup> July, 2017.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (KARVY), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.



3. The Notice dated 25<sup>th</sup> July, 2017 was dispatched to the Shareholders through courier, registered post on Sunday, 3<sup>rd</sup> September, 2017 and through e-mail to shareholders whose email IDs are registered with the Company/Depository Participant(s) on Friday, 1<sup>st</sup> September, 2017. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depository's viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 25<sup>th</sup> August, 2017.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Financial Express" on Tuesday, 5<sup>th</sup> September, 2017 and Hindi newspaper "Jansatta" on Wednesday, 6<sup>th</sup> September, 2017.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Monday, 25<sup>th</sup> September, 2017 (10:00 am) to Wednesday, 27<sup>th</sup> September, 2017 (5:00 p.m.).
6. The voting rights of members were considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 21<sup>st</sup> September, 2017.
7. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
8. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of **Mr. Anil Khawre** and **Mr. Rajeev Singal** who are not in employment with the Company.
10. Summary of the e-voting and poll is as follows:



## Resolution No. 1 ORDINARY RESOLUTION

Adoption of standalone and consolidated financial statements of the Company for the year ended 31<sup>st</sup> March, 2017 along with Reports of the Directors' and of the Auditors' thereon.

(i) Voted in favour of the resolution:

Particulars	No. of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	1756	100
Remote E-voting	9	4840805	100
Total	39	4842561	100

(ii) Voted against the resolution:

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

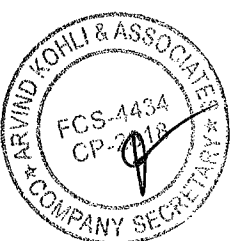
**Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 1 of the Notice dated 25<sup>th</sup> July, 2017 has been passed with the requisite majority.**

## Resolution No.2 ORDINARY RESOLUTION

To declare dividend on 8 % Non-cumulative Redeemable Preference Shares.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	1756	100
Remote E-voting	9	4840805	100
Total	39	4842561	100



(ii) Voted against the resolution:

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Particulars	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result:** Based on the aforesaid results, Ordinary Resolution as contained in item no. 2 of the Notice dated 25<sup>th</sup> July, 2017 has been passed with the requisite majority.

### Resolution No. 3: ORDINARY RESOLUTION

To appoint a director in place of Mr. Kartik Bharat Ram (DIN No. 00008557) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	1756	100
Remote E-voting	8	3630945	100
Total	38	3632701	100

(ii) Voted against the resolution:

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) Invalid votes:

Particulars	Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL

**Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 3 of the Notice dated 25<sup>th</sup> July, 2017 has been passed with the requisite majority**

**Resolution No.4: ORDINARY RESOLUTION**

**To appoint M/S Luthra & Luthra , Chartered Accountants, New Delhi (Registration No.002081N) as Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	30	1756	100
Remote E-voting	9	4840805	100
Total	39	4842561	100

(ii) Voted against the resolution:

Particulars	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll at AGM	NIL	NIL	NIL
Remote E-voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

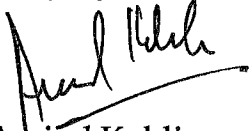
Particulars	Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
Poll at AGM	NIL	NIL
Remote E-voting	NIL	NIL
Total	NIL	NIL



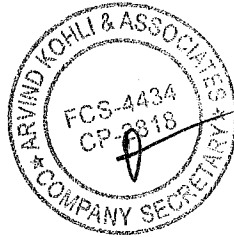
**Result: Based on the aforesaid results, Ordinary Resolution as contained in item no. 4 of the Notice dated 25<sup>th</sup> July, 2017 has been passed with the requisite majority**

The Register, all other papers and relevant records relating to remote e-voting and Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same and will thereafter be handed over to the Company Secretary for safe keeping.

For Arvind Kohli & Associates  
Company Secretaries



Arvind Kohli  
Proprietor  
M. No. FCS 4434, C.P. No. 2818



Place: New Delhi  
Date: 28<sup>th</sup> September, 2017

For KAMA HOLDINGS LIMITED



Whole Time Director  
Chief Financial Officer & Company Secretary

NAME: RAJAT LAXMANPAL  
DIN: 00005664

Address: 32-C, M.I.C. FLATS, POCKET-C, PHASE-III  
ASOK VIHAR, NEW DELHI-110052