

A. J. SONI & ASSOCIATES

COMPANY SECRETARIES

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,
The Chairman,
Killick Nixon Limited
206, A- Wing, Pranik Chambers, 2nd Floor, Sakivihar
Road, Sakinaka, Andheri (East) Mumbai-400072.

Dear Sir,

I, Arjun J. Soni, of A. J. Soni & Associates, Company Secretaries, have been appointed by the Board of Directors of **KILLICK NIXON LIMITED ("Company")** as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 69th Annual General Meeting held on Friday, 29th September, 2017 at 10.30 A.M ("AGM")

in a fair and transparent manner for the resolution(s) as contained in the Notice of the said AGM. I am pleased to submit my report as under, which is comprehensive and self explanatory in all respect:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of Company and voting at the AGM. My Responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the total votes cast, votes in favour and against including the details of invalid votes, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by – National Securities Depository Limited (hereinafter "NSDL") and based on the voting conducted at the AGM.

DISPATCH OF NOTICE CONVENING THE MEETING:

As per the information & explanation provided to me by the management of the Company, dispatch of Notice of Annual General Meeting (AGM) held on 29th September, 2017 were sent by Ordinary post to all its Members. However, we are not able to express an opinion on the same as no corresponding proof with regard to dispatch of the same was provided to us.

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E-VOTING ADVERTISEMENT IN NEWSPAPER:

The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 was published in Free Press Journal (in English Language) on 19th September, 2017 and in Navshakti (in Marathi Language) on 20th September, 2017. ***However the requisite advertisement was not given 21 days before the date of the Meeting as required under Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014.***

CUT-OFF DATE:

The Voting rights were reckoned as on Friday, 22nd September, 2017, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and voting at the AGM.

REMOTE E-VOTING:

The Company had availed services of National Securities Depository Limited as the agency for providing the remote e-voting platform.

The remote e-voting period was commenced on Tuesday, 26th September, 2017 at 9:00 a.m. and concluded on Thursday, 28th September, 2017 at 5:00 p.m. on <https://www.evoting.nsdl.com/>.

VOTING AT THE AGM:

As prescribed under rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that shareholders who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of Annual General Meeting, to only such details pertaining to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

Accordingly, National Securities Depository Limited, the e-voting agency provided us with the names, DP ID / folio numbers and shareholding of the members who had cast their votes through remote e-voting post my validation on the system.

• At the Venue

After the announcement of voting by the Chairman of the Meeting, a ballot boxes kept for polling were locked / sealed in my presence.

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COMPANY SECRETARIES

On completion of voting at the meeting, the locked ballot boxes were subsequently opened in my presence and the ballot papers were diligently scrutinized.

The ballot papers were reconciled with the records maintained by the Bigshare Services Private Limited the Registrar and Share Transfer Agent of Company and authorisations/proxies lodged with the Company.

- **Remote E-voting**

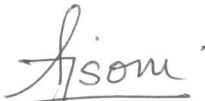
The remote e-voting results on the NSDL E-voting platform were unblocked and downloaded on Friday, 29th September, 2017 post AGM in the presence of two witnesses Mr. Amarbahadur Yadav and Ms. Trupti G. Bhoir who are not in the employment of Company and who have signed below in confirmation of the votes being unblocked in their presence.

RESULTS:

The details containing *interalia*, list of Equity Shareholders, who voted "for" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL. Taking into account the report from NSDL and physical voting at the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 69th AGM dated 28th August, 2017 is enclosed.

Thanking You,
Yours faithfully,

For A. J. Soni & Associates



CS Arjun J. Soni
Practicing Company Secretary
ACS: 34612/ C.P. No. 15446



Date : 03.10.2017
Place: Mumbai

CONSOLIDATED RESULTS

ITEM NO. 1.



| Resolution required: (Ordinary Resolution) | To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2017, including Balance Sheet as at that date and the Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and the Auditors thereon. | | | | | | | | | |
|---|--|------------------------|-------------------------|---|----------------------------|----------------------------|--|--|--|-------------|
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E- Voting | 10,67,560 | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | | | 0.00 |
| | Voting Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 |
| | Total | | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | | | 0.00 |
| Public- Institutions | E- Voting | 5,08,390 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 |
| | Voting Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 |
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | 0.00 |
| Public- Institutions Non | E- Voting | 16,74,050 | 8,980 | 0.54 | 8,970 | 10 | 99.89 | | | 0.11 |
| | Voting Poll | | 20 | 0.00 | 20 | 0.00 | 100.00 | | | 0.00 |
| | Total | | 9,000 | 0.54 | 8,990 | 10 | 99.89 | | | 0.11 |
| Total | Total | 32,50,000 | 6,38,520 | 19.65 | 6,38,510 | 10 | 100.00 | | | 0.00 |

ITEM NO. 2.



Resolution required: **To appoint a Director in place of Miss. Rupali Ganpat Kadam, Whole-time Director and C.F.O (holding (Ordinary Resolution) DIN: 07143284) who retires by rotation and being eligible offers herself for reappointment.**

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|----------------|------------------------|-------------------------|---|----------------------------|----------------------------|--|--|
| | | | | | | | | |
| Promoter and Promoter Group | E-Voting | | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| | Voting Poll | 10,67,560 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Voting Poll | 5,08,390 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public- Institutions Non | E-Voting | | 8,980 | 0.54 | 8,968 | 12 | 99.87 | 0.13 |
| | Voting Poll | 16,74,050 | 20 | 0.00 | 20 | 0.00 | 100.00 | 0.00 |
| | Total | | 9,000 | 0.54 | 8,988 | 12 | 99.87 | 0.13 |
| | Total | 32,50,000 | 6,38,520 | 19.65 | 6,38,508 | 12 | 100.00 | 0.00 |

ITEM NO. 3.



Resolution required: **To appointment M/s. P Sharma & Associates, Chartered Accountants, (ICAI Firm Registration No. 133977) as Statutory Auditors of the Company for a period of 5 Years and to fix their remuneration.**

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes on shares outstading (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E- Voting | 10,67,560 | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| Public- Institutions | E- Voting | 5,08,390 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public- Institutions Non | E- Voting | 16,74,050 | 8,980 | 0.54 | 8,970 | 10 | 99.89 | 0.11 |
| | Poll | | 20 | 0.00 | 20 | 0.00 | 100.00 | 0.00 |
| | Total | | 9,000 | 0.54 | 8,990 | 10 | 99.89 | 0.11 |
| Total | | 32,50,000 | 6,38,520 | 19.65 | 6,38,510 | 10 | 100.00 | 0.00 |

ITEM NO.4.

Resolution required: **To appoint Mr. Sachin Chandrakant Pawar (DIN: 07869899) as Director of the Company.**

(Ordinary Resolution)

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|----------------|------------------------|-------------------------|---|----------------------------|----------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 10,67,560 | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| | Voting Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 5,08,390 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Voting Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| Public- Institutions Non | E-Voting | 16,74,050 | 8,980 | 0.54 | 8,970 | 10 | 99.89 | 0.11 |
| | Voting Poll | | 20 | 0.00 | 20 | 0.00 | 100.00 | 0.00 |
| | Total | | 9,000 | 0.54 | 8,990 | 10 | 99.89 | 0.11 |
| Total | Total | 32,50,000 | 6,38,520 | 19.65 | 6,38,510 | 10 | 100.00 | 0.00 |



ITEM NO. 5.

Resolution required: **To appoint Mr. Sandeep Sharma (DIN: 06781634) as Director of the Company.**

| Category | Mode of Voting | No. of shares held of (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|----------------|---------------------------|-------------------------|---|----------------------------|----------------------------|--|--|
| | | | | | | | | |
| Promoter and Promoter Group | E-Voting | 10,67,560 | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 629,520 | 58.97 | 629,520 | 0.00 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 5,08,390 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public- Institutions Non | E-Voting | 16,74,050 | 8,980 | 0.54 | 8,970 | 10 | 99.89 | 0.11 |
| | Poll | | 20 | 0.00 | 20 | 0.00 | 100.00 | 0.00 |
| | Total | | 9,000 | 0.54 | 8,990 | 10 | 99.89 | 0.11 |
| | Total | 32,50,000 | 6,38,520 | 19.65 | 6,38,510 | 10 | 100.00 | 0.00 |



- i. Based on the aforesaid results the Ordinary Resolutions as contained in item No. 1, 2, 3, 4 & 5 of the Notice have been passed with requisite majority.
- iii. There were no Ballot papers which were invalid.

Thanking You,
Yours faithfully,



A. J. Soni
CS/Arjun J. Soni
Practicing Company Secretary
ACS: 34612 / C.P. No. 15446

Date : 03/10/2017
Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e-voting website of NSDL in our presence on Friday, 29th September, 2017 post AGM.

Amar Bahadur Yadav
(Amarbahadur Yadav)

Trupti G. Bhoir
(Trupti G. Bhoir)