



# KGN Industries Limited

**Regd. Office:** 23, Vaswani Mansion, 4th Floor,  
Dinshaw, Vaccha Road, Opp. K. C. College,  
Church Gate, Mumbai - 400 020.

Ph: +91 - 22 - 66541100 / 01 / 02 ♦ Tel: +91 - 22 - 6725 6547

E-mail: info@kgnindustries.com ♦ www.kgnindustries.com

CIN: L23101MH1994PLC206282

KIL/SE/2015-16/P16  
September 30, 2015

To,  
The Manager, Listing,  
**BSE Ltd.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Kala Ghoda, Fort,  
Mumbai-400 001

**Sub: Outcome of Annual General Meeting of the Company**  
**Ref: KGN Industries Limited: (Scrip Code: 531612)**

Pursuant to clause 31 of the Listing Agreement, this is to inform you that 21<sup>st</sup> Annual General Meeting (AGM) of the company was held on Tuesday, September 29, 2015 at YWCA Bombay International Centre 18th Madame Cama road, fort- Mumbai- 400001 on Tuesday at 29th September, 2015 at 11.30 a.m. and all the items of the business conducted in the notice of AGM have been approved by the shareholders.

As per Clause 35A of the Listing Agreement, the details regarding voting results of the business transacted at the AGM is as under:

**Date of AGM:** 29<sup>th</sup> September, 2015

**Total No. of Shares on record date :** 222500000  
(22<sup>nd</sup> September, 2015 – Cut off date for E-voting)

**Number of shareholders present in the meeting either in person or through proxy**

Shareholders	Present in Person	Present through proxy	Total
Promoter & promoter Group	5	-	5
Public	27	-	27
<b>Number of Shareholders attended the meeting through Video Conferencing</b>			
Promoter & promoter Group		Not arranged	
Public		Not arranged	





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## Agenda wise

The mode of voting for all the resolutions was:

1. Remote E-voting conducted between 26<sup>th</sup> September, 2015 to 28<sup>th</sup> September, 2015
2. Physical Ballot at the venue of AGM

Given below is the agenda wise combined result of Remote E- voting and Electronic Voting conducted at the Venue:

**Resolution 1: Adoption of Audited financial statements for the year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)**

Promoter/ Public	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 in favour on votes polled (7) = $[(5)/(2)] * 100$
Promoter & Promoter Group	119961736	119943736	99.98%	119943736	-	100.00%	0.00%
Public- Institutional holders	12364328	0	-	0	-	100.00%	0.00%
Public- Others	90173936	609885	0.67 %	609885	-	100.00%	0.00%
Total	222500000	120553621	54.18%	120553621	-	100.00%	0.00%





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Resolution 2: Appointment of Mr. Babulal Jethalal Hirani, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment (Ordinary Resolution)

Promoter/ Public	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 in favour on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	119961736	119943736	99.98%	119943736	-	100.00%	0.00%
Public- Institutional holders	12364328	0	-	0	-	100.00%	0.00%
Public- Others	90173936	609564	0.67 %	609564	-	100.00%	0.00%
Total	222500000	120553300	54.18%	120553300	-	100.00%	0.00%





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## Resolution 3: Ratification of appointment of M/s. Kirit & Company as Statutory Auditors of the Company (Ordinary Resolution)

Promoter/ Public	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 in favour on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	119961736	119943736	99.98%	119943736	-	100.00%	0.00%
Public-Institutional holders	12364328	0	-	0	-	100.00%	0.00%
Public- Others	90173936	609885	0.67 %	609885	-	100.00%	0.00%
Total	222500000	120553621	54.18%	120553621	-	100.00%	0.00%

## Resolution 4: Appointment of Mr. Aftabahmed Kadri (DIN:01738367) as an Independent Director (Ordinary Resolution)

Promoter/ Public	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 in favour on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	119961736	119943736	99.98%	119943736	-	100.00%	0.00%
Public-Institutional holders	12364328	0	-	0	-	100.00%	0.00%
Public- Others	90173936	609885	0.67 %	609885	-	100.00%	0.00%
Total	222500000	120553621	54.18%	120553621	-	100.00%	0.00%





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## Resolution 5: Appointment of Ms. Janki Ranjitsingh Vaghela (DIN: 03050746) as an Independent Director (Ordinary Resolution)

Promoter/ Public	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 in favour on votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	119961736	119943736	99.98%	119943736	-	100.00%	0.00%
Public- Institutional holders	12364328	0	-	0	-	100.00%	0.00%
Public- Others	90173936	609885	0.67 %	609885	-	100.00%	0.00%
Total	222500000	120553621	54.18%	120553621	-	100.00%	0.00%

## Resolution 6: Adoption of New set of Articles of Association of the company as per Companies Act, 2013 (Special Resolution)

Promoter/ Public	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 in favour on votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	119961736	119943736	99.98%	119943736	-	100.00%	0.00%
Public- Institutional holders	12364328	0	-	0	-	100.00%	0.00%
Public- Others	90173936	609885	0.67 %	609885	-	100.00%	0.00%
Total	222500000	120553621	54.18%	120553621	-	100.00%	0.00%





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## Resolution 7: Appointment of Shri Arifbhai Ismailbhai Memon (DIN: 00209693) as the Managing Director of the Company (Ordinary Resolution)

Promoter/ Public	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 in favour on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	119961736	119943736	99.98%	119943736	-	100.00%	0.00%
Public- Institutional holders	12364328	0	-	0	-	100.00%	0.00%
Public- Others	90173936	609885	0.67 %	609885	-	100.00%	0.00%
Total	222500000	120553621	54.18%	120553621	-	100.00%	0.00%

All aforesaid resolutions are passed with requisite majority. Scrutinizer's Report is also attached.

This is for your information, please.

Yours Sincerely,

For KGN Industries Limited

Babulal Hirani  
Director  
(DIN:02362983)





**UMESH VED & ASSOCIATES**  
**Company Secretaries**

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.  
Telefax : (O) +91 79 30024153/ 30070889-90 • Moblie +91 98250 35998  
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**FORM NO. MGT-13**

**CONSOLIDATED SCRUTINIZER'S REPORT FOR E-VOTING & BALLOT VOTING**  
[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,  
**KGN Industries Limited**  
23, Vaswani Mansion, 4th Floor,  
Dinshaw Vaccha Road, Opp. K.C. College,  
Churchgate, Mumbai - 400020

**Re: Twenty First Annual General Meeting of KGN Industries Limited held on Tuesday, the 29<sup>th</sup> September, 2015 at 11.30 A.M. at YWCA Bombay International Centre 18<sup>th</sup> Madame Cama Road, Fort- Mumbai- 400001**

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the E-Voting process ("remote e-voting") and voting by use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of "KGN Industries Limited" (the Company) held on Tuesday, the 29<sup>th</sup> September, 2015 at 11.30 A.M. at **YWCA Bombay International Centre 18<sup>th</sup> Madame Cama Road, Fort Mumbai-400001.**

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL") (the Agency/ service provider) and the Ballot forms at the end of the AGM.

I submit my report as under:

1. The Company has entered into an agreement with NSDL to provide e-voting facilities for voting through Electronic means to all the Members who were eligible to participate in the remote e-voting
2. The cut-off date for the purpose of identifying the members who were entitled to vote on the resolution placed for their approval was Tuesday, 22<sup>nd</sup> September, 2015
3. The E-Voting period remained open from 9.00 A.M. on Saturday, the 26<sup>th</sup> September, 2015 up to 5.00 P.M. on Monday, the 28<sup>th</sup> September, 2015



4. The votes were unblocked on Tuesday, the 29<sup>th</sup> of September, 2015 around 03:00 P.M in the presence of two witnesses, namely, Ms. Pankti Thakkar and Mr. Raj Tharu, who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

*Pankti*

(Pankti Thakkar)

*Raj Tharu*

(Raj Tharu)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of National Securities Depository Limited ("NSDL") (<https://www.evotin.nsdl.com>).
6. On Tuesday, 29<sup>th</sup> September, 2015 at the AGM proceedings, after the time fixed for closing of the Poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. 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 Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. One Ballot Form was found to be **Invalid**.
8. The result of the remote e-voting as well as Physical Ballot is as under:

Particulars	Voting Pattern of e-voting					
	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
<b>Ordinary Resolution</b> for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	4	77304	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Mr. Babulal Jethalal Hirani, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment.	3	76983	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to ratify the appointment of M/s. Kirit & Company as Statutory Auditor	4	77304	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint	4	77304	100 %	Nil	Nil	Nil





Mr. Aftabahmed Kadri (DIN : 01738367) as an Independent Director.						
<b>Ordinary Resolution</b> to appoint Ms. Janki Ranjitsingh Vaghela (DIN: 03050746) as an Independent Director.	4	77304	100 %	Nil	Nil	Nil
<b>Special Resolution</b> to adopt New set of Articles of Association of the company as per Companies Act,2013	4	77304	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Shri Arifbhai Ismailbhai Memon (DIN: 00209693) as the Managing Director of the Company.	4	77304	100 %	Nil	Nil	Nil

Voting Pattern of Physical Ballot						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
<b>Ordinary Resolution</b> for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	31	120476317	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Mr. Babulal Jethalal Hirani, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment.	31	120476317	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to ratify the appointment of M/s. Kirit & Company as Statutory Auditor	31	120476317	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Mr. Aftabahmed Kadri (DIN : 01738367) as an Independent Director.	31	120476317	100 %	Nil	Nil	Nil
<b>Ordinary Resolution</b> to appoint Ms. Janki Ranjitsingh Vaghela (DIN: 03050746) as an Independent Director.	31	120476317	100 %	Nil	Nil	Nil
<b>Special Resolution</b> to adopt New set of Articles of Association of the company as per Companies Act,2013	31	120476317	100 %	Nil	Nil	Nil



**Continuation Sheet**

Ordinary Resolution to appoint Shri Arifbhai Ismailbhai Memon (DIN: 00209693) as the Managing Director of the Company.	31	120476317	100 %	Nil	Nil	Nil
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Combined Summary						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
Ordinary Resolution for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Mr. Babulal Jethalal Hirani, as a Director of the Company, who retires by rotation and, being, eligible offers himself for re-appointment.	34	120553300	100 %	Nil	Nil	Nil
Ordinary Resolution to ratify the appointment of M/s. Kirit & Company as Statutory Auditor	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Mr. Aftabahmed Kadri (DIN : 01738367) as an Independent Director.	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Ms. Janki Ranjitsingh Vaghela (DIN: 03050746) as an Independent Director.	35	120553621	100 %	Nil	Nil	Nil
Special Resolution to adopt New set of Articles of Association of the company as per Companies Act,2013	35	120553621	100 %	Nil	Nil	Nil
Ordinary Resolution to appoint Shri Arifbhai Ismailbhai Memon (DIN: 00209693) as the Managing Director of the Company.	35	120553621	100 %	Nil	Nil	Nil

9. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority



10. The Electronic data and all other relevant records relating to remote e-voting is under my safe custody and all will be handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,

*Umesh H. Ved*

Umesh Ved  
FCS : 4411  
CP : 2924



Date: 30<sup>th</sup> September, 2015  
Place: Ahmedabad