ASIT KUMAR LABH
B.Com.(H), ACS

c/o **A. K. LABH & Co.**
Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com
Website : www.aklabh.com

SCRUTINIZER'S REPORT

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

The Chairman
KHL Properties Limited
8, Bentinck Street,
Ground Floor, Taheer Mansion
Kolkata-700001

Dear Sir,

I, Asit Kumar Labh, Practicing Company Secretary (ACS – 32891 / CP - 14664) was appointed as the scrutinizer in connection with 35th Annual General Meeting of the members of ***KHL Properties Limited*** (*"Company"*) held on Wednesday, 30th day of September, 2015 at 11:30 A.M. at 8, Bentinck Street, Ground Floor, Taheer Mansion, Kolkata-700001 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 29th May, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Pvt. Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Saturday, the 26th September, 2015 up to 5.00 PM IST on Tuesday, the 29th September, 2015.

ASIT KUMAR LABH
Kolkata
Practicing Company Secretary

ASIT KUMAR LABH
B.Com.(H), ACS

c/o **A. K. LABH & Co.**
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com
Website : www.aklabh.com

2. The Shareholders holding shares as on the "cut off" date, i.e. Thursday, 24th September, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 29th day of May, 2015 of the Annual General Meeting of the Company.

3. The votes were unblocked on Wednesday, the 30th day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (***https://www.evotingindia.com***).

5. The result of the remote e-voting **[EVSN : 150921013]** is as under:

<A> <u>ORDINARY BUSINESS:</u>

a) <u>Resolution 1</u>

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
0	0	0

b) <u>Resolution 2</u>

To appoint a director in place of Shri Dronesh Singhania (DIN- 00518762), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
0	0	0

ASIT KUMAR LABH
Kolkata
Practising Company Secretary

ASIT KUMAR LABH
B.Com (H), ACS

c/o **A. K. LABH & Co.**
Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com
Website : www.aklabh.com

c) Resolution 3

To ratify the appointment of M/s. N. K. Jain & Co., Chartered Accountants as the Statutory Auditors and to fix their remuneration

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
0	0	0

<B> SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Ordinary Resolution

Appointment of Smt. Anima Biswas (DIN: 07270375) as a Whole-Time Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
0	0	0

e) Resolution 5

Type of Resolution : Ordinary Resolution

Appointment of Shri Srinath Daga (DIN: 00294203) as an Independent Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
0	0	0

f) Resolution 6

Type of Resolution : Ordinary Resolution

Appointment of Ms. Rashmi Bhotika (DIN: 07221945) as an Independent Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
0	0	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to caste the votes physically in case the same has not been casted by them through remote e-voting.

7. The result of the voting through ballot forms are as under :

<A> ***ORDINARY BUSINESS:***

a) Resolution 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075	0

b) Resolution 2

To appoint a director in place of Shri Dronesh Singhania (DIN- 00518762), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075	0

ASIT KUMAR LABH Kolkata Practising Company Secretary

ASIT KUMAR LABH
B.Com.(H), ACS

c/o **A. K. LABH & Co.**
Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com
Website : www.aklabh.com

c) Resolution 3

To ratify the appointment of M/s. N. K. Jain & Co., Chartered Accountants as the Statutory Auditors and to fix their remuneration

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075	0

<B> ***SPECIAL BUSINESS:***

d) Resolution 4

Type of Resolution : Ordinary Resolution

Appointment of Smt. Anima Biswas (DIN: 07270375) as a Whole-Time Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075	0

e) Resolution 5

Type of Resolution : Ordinary Resolution

Appointment of Shri Srinath Daga (DIN: 00294203) as an Independent Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075	0

ASIT KUMAR LABH
Kolkata
Practicing Company Secretary

ASIT KUMAR LABH
B.Com.(H), ACS

c/o A. K. LABH & Co.
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com
Website : www.aklabh.com

f) Resolution 6

Type of Resolution : Ordinary Resolution

Appointment of Ms. Rashmi Bhotika (DIN: 07221945) as an Independent Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075	0

8. Thus, the combined result of the remote e-voting **[EVSN : 150921013]** and votes casted through physical ballot papers distributed at the venue are as under:

*<A> **ORDINARY BUSINESS:***

a) Resolution 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075 (100.00%)	0 (0.00%)

b) Resolution 2

To appoint a director in place of Shri Dronesh Singhania (DIN- 00518762), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075 (100.00%)	0 (0.00%)

ASIT KUMAR LABH
Kolkata
Practising Company Secretary

ASIT KUMAR LABH
B.Com.(H), ACS

c/o A. K. LABH & Co.
Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com
Website : www.aklabh.com

c) Resolution 3

To ratify the appointment of M/s. N. K. Jain & Co., Chartered Accountants as the Statutory Auditors and to fix their remuneration

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075 (100.00%)	0 (0.00%)

<B> ***SPECIAL BUSINESS:***

d) Resolution 4

Type of Resolution : Ordinary Resolution

Appointment of Smt. Anima Biswas (DIN: 07270375) as a Whole-Time Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075 (100.00%)	0 (0.00%)

e) Resolution 5

Type of Resolution : Ordinary Resolution

Appointment of Shri Srinath Daga (DIN: 00294203) as an Independent Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075 (100.00%)	0 (0.00%)

ASIT KUMAR LABH
Kolkata
Practising Company Secretary

ASIT KUMAR LABH
B.Com.(H), ACS

c/o **A. K. LABH & Co.**
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
(M) : 97487-36545
e-mail : asit@aklabh.com / asit.labh1@gmail.com
Website : www.aklabh.com

f) Resolution 6

Type of Resolution : Ordinary Resolution

Appointment of Ms. Rashmi Bhotika (DIN: 07221945) as an Independent Director of the Company

Total No. of votes cast	*Total No. of votes cast in favour*	*Total No. of votes cast against*
122075	122075 (100.00%)	0 (0.00%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly

Asit Kumar Labh

Asit Kumar Labh
Practicing Company Secretary
ACS – 32891 / CP No. - 14664

ASIT KUMAR LABH ★ Practicing Company Secretary ★ Kolkata

Place: Kolkata
Dated: 03.10.2015

Verified the contents and received the Report of the Scrutinizer
For KHL Properties Limited

(Ram Bilash Agarwal)
[DIN: 00481271]
Director