



DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU
MBA (Finance), A.C.S.
ACS No: **39541**, CP No: **14992**

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FORM NO. MGT-13 **SCRUTINIZER'S REPORT**

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

To

The Chairman
KMF BUILDERS AND DEVELOPERS LIMITED
26th ANNUAL GENERAL MEETING of Equity Share Holders
508, GOLF MANOR, NAL WIND TUNNEL ROAD, MURUGESHPALAYA
BENGALURU – 560017

Sub: Consolidated Scrutinizer Report on remote e-voting / Physical ballot forms conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and voting at the Twenty Sixth Annual General Meeting of the Equity Shareholders of KMF BUILDERS AND DEVELOPERS LIMITED held on 20th day of September, 2021 at Hotel Sai Renaissance, Opp. State Bank Of India Sai Colony, (Whitefield Rly.Stn.) Kadugudi, Bengaluru-560067 at 09:00AM

Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting and physical ballot process being carried out, as per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process, the physical ballot forms received from the shareholders in respect of the resolutions passed at the 26th Annual General Meeting of the Equity Shareholders of the Company held on 20th day of September, 2021 at 09:00 AM.



Address: No. 450, 9th cross, JP Nagar 2nd phase, Bangalore – 560 078.
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2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means and physical ballot voting on the resolutions contained in the Notice to the 26th Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and physical ballot is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and of the voting ballots received at the AGM.
3. The Notice dated 13th August, 2021 as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the shareholders in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "The Financial Express" (English) and "Vishwavani" (Kannada) on 29th August, 2021.
4. The Notice was also hereby given pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies [Management and Administration Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members of the Company and Share Transfer Books will remain closed from 12th September, 2021 to 16th September, 2021 (both days inclusive).
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 09.00 am on 17th September, 2021 to 05.00 pm on 19th September, 2021 on the resolutions as per Annexure by the members of the company.
6. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), (i.e., <https://www.evoting.nsdl.com/>) for conducting remote e-voting by the shareholders of the company.



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7. The votes cast through e-voting process were unblocked by me on 20th September, 2021 after the completion of Annual General Meeting.
8. The final report generated was tabulated by me and the data regarding the final e-votes and physical votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of National Securities Depository Limited (NSDL), (i.e., <https://www.evoting.nsdl.com/>)
9. At the Annual General Meeting (AGM) held on 20th September, 2021 the chairman of the Annual General Meeting had provided polling papers to enable those shareholders who had not casted their votes by e-voting facility in respect of Resolutions (Items No. 1 to 4 as set out in the Notice of the 26th Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.
10. My consolidated report of the votes cast by shareholders through remote e-voting and physical ballot at the AGM with their pattern of voting is as per the Annexure annexed to this report.



ANNEXURE:

The consolidated result of e-voting & physical ballot is as under:

1. RESOLUTION NO.1 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -

To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2021, the Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
63	796525	100%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
00	0	0%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#1 in the notice to AGM dated 20th September 2021 has been passed unanimously.



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2. RESOLUTION NO.2 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -

To appoint a Director in place of Mrs. Kavita Chadha (DIN: 03304018), who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
62	7961723	99.99%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	802	0.01%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the ordinary resolution as contained in item#2 in the notice to AGM dated 20th September 2021 has been passed unanimously.



3. RESOLUTION NO.3 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] :-

Appointment of Mr. Mani Suresh Babu (DIN: 09220270) as Non-Executive Independent Director of the Company.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
62	7961723	99.99%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	802	0.01%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the special resolution as contained in item#3 in the notice to AGM dated 20th September 2021 has been passed unanimously.



4. RESOLUTION NO.3 [(RESOLUTION – SPECIAL, BUSINESS – SPECIAL)] : -
Prior approval for Related Party Transactions

RESOLVED THAT pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 ('the Act') consent of the members be and is hereby accorded to the Board of Directors to enter into transactions, contracts and agreements with Related Parties of the Company at a maximum of Rs. 15 Lacs per transaction

(v) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
62	7961723	99.99%

(vi) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	802	0.01%

(vii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(viii) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

NOTE: Based on the aforesaid results we report that the special resolution as contained in item#3 in the notice to AGM dated 20th September 2021 has been passed unanimously.



Attested

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A Compilation of data containing a list of equity shareholders/custodians/proxies who voted in "FAVOUR", "AGAINST" and "INVALID VOTES" for each resolution is enclosed.

All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 26th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : **Bangalore**

Date : **20th September, 2021**

UDIN: **A039541C000973551**

Yours Faithfully,



(CS DEEPAK SADHU)

Authorised Signatory


DEEPAK SADHU & CO, COMPANY SECRETARIES

Scrutinizer

**Counter Signed by
For KMF Builders and Developers Limited**

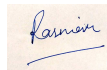
For KMF Builders & Developers Limited

For KMF Builders & Developers Ltd.

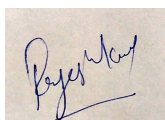

(G. Ve. Chadha) Director
Managing Director
DIN: 06407884
Add: 1008, VIKRAM TOWER,
RAJENDRA PLACE,

SIGNATURE BY WITNESS:-

1.



2.



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