



AASHISH K. BHATT & ASSOCIATES

Practising Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

To,
The Chairman,
KLG CAPITAL SERVICES LIMITED,
Skil House, 209, Bank Street Cross Lane,
Fort, Mumbai – 400 023.

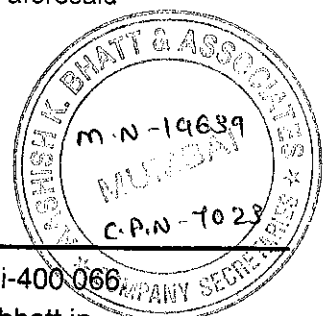
Sub: Scrutinizer's report pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, Mumbai had been appointed as the Scrutinizer by the Board of Directors of **KLG Capital Services Limited** (hereinafter referred as "the Company") vide their resolution dated 14th August, 2014 pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of the electronic voting (e-voting) on the resolution(s) as mentioned in the Notice of the Annual General Meeting (AGM) dated 14th August, 2014 for conveying AGM on 30th September, 2014.

1. The cut-off date for e-voting was finalized as 29th August, 2014, accordingly Register of Members and List of Beneficiary owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) was made available.
2. The Company has availed e-voting facilities offered by CDSL for conducting e-voting by the shareholders of the Company.
3. The e-voting facility was open for three days i.e from 24th September, 2014 to 26th September, 2014 (both days inclusive), for the members to cast their votes electronically to convey their assent / dissent in respect of resolution(s) as mentioned in the aforesaid notice.

A. K. Bhatt



4. The e-voting facility was blocked at 6:00 p.m of 26th September, 2014 and was subsequently unblocked in my presence together with Ms. Bhavika Bhatt & Ms. Khushboo Bhatt as witness not being employee of the Company on 26th September, 2014 at 7:00 pm for diligent scrutiny.

5. We did not find any electronic votes invalid.

We hereby submit our report as the results of e-voting in respect of resolutions as stated in the aforesaid AGM notice:

(a) **Resolution 1 – Adoption of the audited Balance sheet, Profit & Loss account as on the year ended 31st March, 2014 and Board's report and auditor's report thereon. (Ordinary Resolution).**

(i) Voted in favour of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100

(ii) Voted against the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	-	0.00

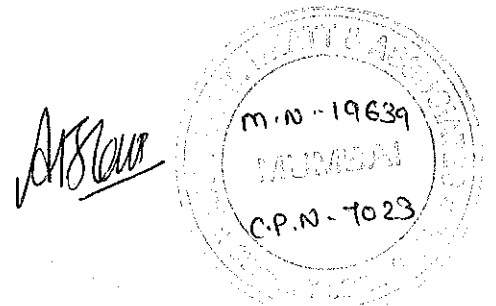
(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(b) **Resolution 2 – Re-appointment of Mr. Nilesh Mehta, Director retiring by rotation. (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100



(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(c) **Resolution 3 – Re-appointment of M/s NBS & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration. (Ordinary Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100

(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

(iii) **Invalid Votes:**

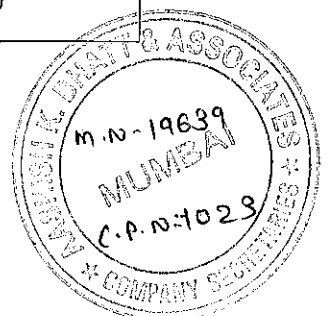
Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(d) **Resolution 4 – Appointment of Mr. Nikhil Gandhi as the Director retiring by rotation. (Ordinary Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100

Attest



(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(e) **Resolution 5 – Appointment of Mr. V. Ramanan as an Independent Director of the Company. (Ordinary Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100

(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

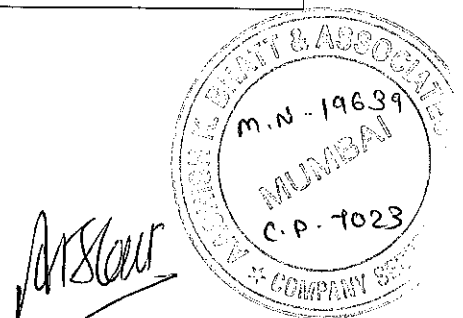
(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(f) **Resolution 6 – Appointment of Ms. Gayathri Ramachandran as an Independent Director of the Company. (Ordinary Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100



(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(g) **Resolution 7 – Appointment of Mr. Milan Mandani as the Manager of the Company. (Ordinary Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100

(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

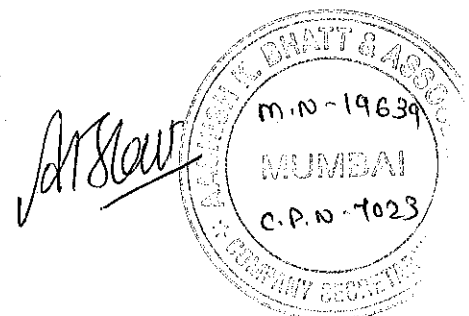
(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(h) **Resolution 8 – Re-appoint of Mr. Hemendra Singh as a Whole time Director of the Company. (Ordinary Resolution).**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100



(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(i) **Resolution 9 – To borrow money in excess of paid up capital and free reserves. (Special Resolution).**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100

(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

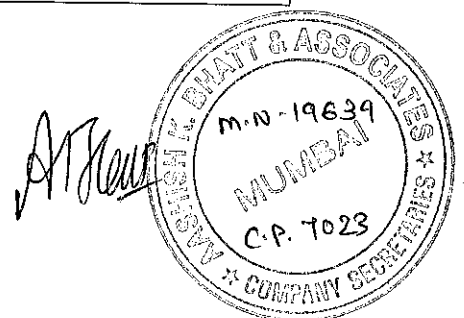
(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(j) **Resolution 10 – To ratify and approve the decision of the Board of Directors for rescission of Resolution No. 1 in Postal Ballot relating to increase in Authorised share capital. (Ordinary Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100



(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(k) **Resolution 11 – To ratify and approve the decision of the Board of Directors for rescission of Resolution No. 2 in Postal Ballot relating to Alteration of Article 3 of Articles of Association. (Special Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100

(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

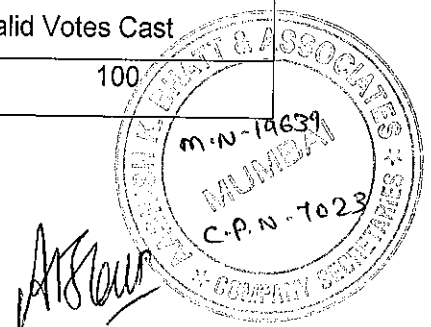
(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

(l) **Resolution 12 – To ratify and approve the decision of the Board of Directors for rescission of Resolution No. 3 in Postal Ballot relating to issue of preference shares. (Special Resolution)**

(i) Voted **in favour** of the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
4	1,936,109	100



(ii) Voted **against** the resolution:

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
0	0	0.00

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

6. A Register for e-voting has been maintained in electronic form.
7. The papers pertaining to e-voting and all other relevant records are kept in our safe custody.

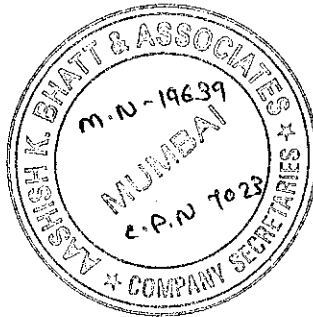
Thanking You,

Yours faithfully,

For Aashish K. Bhatt & Associates
Company Secretary in Practise



Aashish Bhatt



Place: Mumbai

Dated: 26th September, 2014