

R. N. SHAH & ASSOCIATES
Company Secretaries

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Rajnikant N. Shah
B. Com. (Hons.); LL.B. (Gen.); F.C.S.

OFFICE:
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Panchayat, Old Nagardas Road,
Andheri (East),
Mumbai - 400 069.
Date: 23rd September, 2015

Ref. No.

FORM MGT-13

Scrutinizer(S) Report

Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014

To,

The Chairman
30th Annual General Meeting of the Equity Shareholders
of KAPASHI COMMERCIAL LIMITED,
held on 23rd September, 2015 at 11.00 A.M.
at the Registered Office of the Company at
'NISHUVI', 4th Floor, 75, Dr. Annie Besant Road,
Worli, Mumbai - 400 018.

I, RAJNIKANT NAROTTAMDAS SHAH, appointed as a scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement, for the purpose of scrutinizing the remote e-voting process and voting by poll taken of below mentioned Resolutions at the Annual General Meeting of Equity Share Holders of KAPASHI COMMERCIAL LIMITED held on 23rd September, 2015 at the Registered Office of the Company at 'NISHUVI', 4th Floor, 75, Dr. Annie Besant Road, Worli, Mumbai - 400 018, submit my Report as under:


A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M. on Saturday, 19th September, 2015 to 5.00 P.M. on 22nd September, 2015.
2. The Annual Report containing the Notice was sent to all the members by electronic mode through E-mail Ids registered with the Depository Participants as well as hard copy of Annual Report containing the Notice was sent by Courier to all the members.

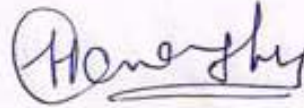


3. The e-voting event was unblocked on September 23, 2015 around 2.05 P.M. in presence of two witnesses, namely Mr. Abhishek D. Buddhadev residing at A/502, Krishna Niwas CHS, Irani Wadi, Road No. 3, Kandivali West, Mumbai – 400067 and Mr. Hemanshu R. Upadhyay residing at Room No. 15, Chawl No. 3, Sakinabai Rahimbaug Chawl, Ambawadi, S. V. Road, Dahisar (East), Mumbai – 400068 who are not in employment of the Company.

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



(Mr. Abhishek D. Buddhadev)



(Mr. Hemanshu R. Upadhyay)

B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot box were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorisations lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

C. Result of E-voting and voting by Poll is as under:

1. The voting rights were reckoned as on September 16, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 23, 2015 at around 2.05 P.M. The ballot boxes were opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-voting Website of Centra Depository Services (India) Limited (CDSL) (www.evotingindia.com).
4. The combined result of remote e-voting and poll is as under:



a) **RESOLUTION 1**

To receive, consider and adopt the Audited Statement of Accounts for the financial year ended 31st March, 2015 and report of the Directors and Auditors thereon.

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	0	12	12
Number of votes cast by them	0	800350	800350
% of Total number of Valid votes cast	0	100	100

ii) Voted against of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total number of Valid votes cast	Nil	Nil	Nil

iii) Invalid Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



b) **RESOLUTION 2**

To elect a Director in the place of Mr. Nimish I. Kapashi (DIN: 00073665) who retires by rotation and being eligible, offers himself for re-election.

i) Voted **in favour** of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	0	12	12
Number of votes cast by them	0	800350	800350
% of Total number of Valid votes cast	0	100	100

ii) Voted **against** of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total number of Valid votes cast	Nil	Nil	Nil

iii) **Invalid** Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



c) **RESOLUTION 3**

To elect a Director in the place of Mr. Indukumar S. Kapashi (DIN: 00008413) who retires by rotation and being eligible, offers himself for re-election.

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	0	12	12
Number of votes cast by them	0	800350	800350
% of Total number of Valid votes cast	0	100	100

ii) Voted against of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total number of Valid votes cast	Nil	Nil	Nil

iii) Invalid Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



d) RESOLUTION 4

To appoint Messrs. D. V. Vora & Co., Chartered Accountants, Mumbai (Registration No. 111624W) as auditors of the Company until the conclusion of the 32nd (Thirty Second) Annual General Meeting.

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	0	12	12
Number of votes cast by them	0	800350	800350
% of Total number of Valid votes cast	0	100	100

ii) Voted against of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total number of Valid votes cast	Nil	Nil	Nil

iii) Invalid Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



e) **RESOLUTION 5**

To appoint Mrs. Varsha P. Dalal (DIN: 00179876) as an Independent Woman Director.

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	0	12	12
Number of votes cast by them	0	800350	800350
% of Total number of Valid votes cast	0	100	100

ii) Voted against of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil
% of Total number of Valid votes cast	Nil	Nil	Nil

iii) Invalid Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution, if any is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Sevantilal S. Kapashi, Whole-Time Director, authorised by the Board for safe keeping.

Thanking you,

Yours Faithfully,



RAJNIKANT N. SHAH
Proprietor, R. N. Shah & Associates
Company Secretaries
F.C.S. 1629; C.P. 700



Place: Mumbai

Date: 23rd September, 2015

DATE OF AGM: 23RD SEPTEMBER, 2015

TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE: 44

NUMBER OF SHAREHOLDERS PRESENT EITHER IN MEETING OR PROXY: 12

(Based on Shareholders registering attendance*)

PROMOTERS AND PROMETERS GROUP: 9

PUBLIC: 3

5. NUMBER OF PERSONS ATTENDING THE MEETING THROUGH VIDEO CONFERENCING:

PROMOTERS AND PROMETERS GROUP: Nil

PUBLIC: Nil

DETAILS OF AGENDA:

PROMETER/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 AGAINST ON VOTES POLLED (7)=[(5)/(2)]*100
Resolution 1- Adoption of the Audited Financial Statements for the year ended March 31st March, 2015							
Resolution required- Ordinary							
Promoters and Promoters Group	735446	689446	93.74529	689446	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	264554	110904	41.92112	110904	0	100	0
TOTAL (A)	1000000	800350	80.035	800350	0	100	0



PROMETER/ 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 AGAINST ON VOTES POLLED (7)=[(5)/(2)]*100
Resolution 2- To Re-appoint of Mr. Nimish I. Kapaashi, Director who retires by Rotation Resolution required- Ordinary							
Promoters and Promoters Group	735446	689446	93.74529	689446	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	264554	110904	41.92112	110904	0	100	0
TOTAL (A)	1000000	800350	80.035	800350	0	100	0

PROMETER/ 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 AGAINST ON VOTES POLLED (7)=[(5)/(2)]*100
Resolution 3- To Re-appoint of Mr. Indukumar S. Kapashi, Director who retires by Rotation Resolution required- Ordinary							
Promoters and Promoters Group	735446	689446	93.74529	689446	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	264554	110904	41.92112	110904	0	100	0
TOTAL (A)	1000000	800350	80.035	800350	0	100	0



PROMETER/ 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 AGAINST ON VOTES POLLED (7)=[(5)/(2)]*100
Resolution 4-Re-Appointment of M/S. D. V. Vora & Co., Chartered Accountants as Auditors and Fixation of remuneration							
Resolution required- Ordinary							
Promoters and Promoters Group	735446	689446	93.74529	689446	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	264554	110904	41.92112	110904	0	100	0
TOTAL (A)	1000000	800350	80.035	800350	0	100	0

PROMETER/ 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 AGAINST ON VOTES POLLED (7)=[(5)/(2)]*100
Resolution 5- To appoint Mrs. Varsha P. Dalal (DIN: 00179876) as an Independent Director							
Resolution required- Ordinary							
Promoters and Promoters Group	735446	689446	93.74529	689446	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	264554	110904	41.92112	110904	0	100	0
TOTAL (A)	1000000	800350	80.035	800350	0	100	0

