

**CS SUNIL KUMAR BANERJEE**  
B.E,FCS,ACMA  
Practising Company Secretary

Block 6, Flat 6B, Diamond City (N),  
Jessore Road, Kolkata 55.  
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**FORM NO. MGT-13**

**Report of the Scrutinizer(s)**

**[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 (2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]**

To  
The Chairman,  
of the Annual General Meeting of the Equity Shareholders of KILBURN OFFICE AUTOMATION LTD. on 31<sup>st</sup> August, 2015 at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 at 11.00 am.

Dear Sir,

I, Sunil Kumar Banerjee, Practising Company Secretary, having residence at Block 6, Flat No. 6-B, Diamond City North, 68, Jessore Road, Kolkata – 700 055 was appointed as Scrutinizer as per the letter dated 1<sup>st</sup> Jun, 2015, for the purpose of remote e-voting and through ballot, at the Annual General Meeting (AGM) of the Equity Shareholders of Kilburn Office Automation Ltd. held at Gyan Manch, 11, Pretoria Street, Kolkata – 700 071 on 31<sup>st</sup> August, 2015, 11.00 a.m on the Ordinary and Special Resolutions, hereby submit my report as under:

1.Steps as mentioned below were initiated on the part of the management prior to the holding of Annual General Meeting(AGM):-

a.	Pursuant to Sections 101, 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) on 1 <sup>st</sup> August, 2015 and to the other shareholders by Courier on the 5 <sup>th</sup> August, 2015 and subsequently, the Notice convening the meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services Limited (CSDL) or through ballot at the AGM.
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Political Business Daily" of wide circulation on 09/08/2015 and in a Bengali vernacular newspaper "Sukhobor" on the same date.
c.	The remote e-voting period commenced on 28 <sup>th</sup> August, 2015 at 9.00 A.M. and ended on the close of 30 <sup>th</sup> August, 2015 at 5.00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 30 <sup>th</sup> August, 2015 at 5.00 P.M., the CDSL portal was blocked for voting.
e.	The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e voting.

2.AGM was held on schedule date and time. At the end of the discussions on the resolutions on which voting was to be held at the AGM, the Chairman allowed voting as provided in clauses (a) to (h) of sub-rule (1) of Rule 21, by use of ballot for those equity shareholders present at the meeting who did not exercise their right through e-voting.

3.The ballot papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient locations at the Venue.

4 At the time fixed for closing of the voting by ballot by the Chairman, the ballot box kept for exercising their voting right was locked in my presence with due identification marks.



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5.Immediately after conclusion of the meeting,the locked ballot boxes were opened in my presence and ballot papers were checked,verified and counted.Thereafter,the votes cast through remote e-voting were unblocked in the presence of two witnesses viz.,Mr.Subhabrata Sen and Mr.Labanyamoy Ghosh,who are not in employment of the Company.

6. A register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

7. On completion of these processes,results of the resolutions placed before the AGM were generated by consolidating the voting at the meeting and remote e-voting as under :

**E-VOTING AND BALLOT**

<b>A.Total Nos. of Folios /Client Ids' who have cast their votes</b>		<b>59</b>
<b>Break-up</b>		
Through remote e-voting	<b>16</b>	
Voting at AGM	<b>43</b>	
Total No. of Shares representing the Folios/Client Ids' who have voted have been valid.		<b>3536413</b>
<b>Break-up</b>		
Through remote e-voting	<b>3533726</b>	
Voting at AGM	<b>2687</b>	
<b>B.Total No. of Folios /Client Ids' whose votes have been declared valid</b>		<b>57</b>
<b>Break-up</b>		
Through remote e-voting	<b>16</b>	
Voting at AGM	<b>41</b>	
Total No. of Shares representing the Folios/Client Ids' who have voted and are declared valid		<b>3535903</b>
<b>Break-up</b>		
Through remote e-voting	<b>3533726</b>	
Voting at AGM	<b>2177</b>	
<b>C.Total No. of Folios /Client Ids' whose votes have been declared invalid</b>		<b>2</b>
<b>Break-up</b>		
Through remote e-voting	<b>NIL</b>	
Voting at AGM	<b>2</b>	
Total No. of Shares representing the Folios/Client Ids' who have voted and are declared-valid		<b>510</b>





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**CONSOLIDATED RESULTS**

**ORDINARY BUSINESS**

**1.ADOPTION OF ANNUAL ACCOUNTS AND OF BOARD OF DIRECTORS AND AUDITORS REPORTS THEREON FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH,2015**

PARTICULARS	No.of Folios/Client Id.		NO.OF SHARES		TOTAL NO. OF SHARES	% BASED ON TOTAL VALID VOTES
	Through Remote e-voting	Voting at AGM	Through remote e-voting	Voting at AGM		
No.of Votes Cast in favour	16	22	3533726	1967	3535693	99.99
No. of Votes Cast Against	NIL	19	NIL	210	210	0.01
<b>TOTAL</b>	<b>16</b>	<b>41</b>	<b>3533726</b>	<b>2177</b>	<b>3535903</b>	<b>100.00</b>

**2.APPOINTMENT OF MR.SANDEEP KUMAR JALAN,DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

PARTICULARS	No.of Folios/Client Id.		NO.OF SHARES		TOTAL NO. OF SHARES	% BASED ON TOTAL VALID VOTES
	Through Remote e-voting	Voting at AGM	Through remote e-voting	Voting at AGM		
No.of Votes Cast in favour	16	20	3533726	1867	3535593	99.97
No. of Votes Cast Against	NIL	21	NIL	310	310	0.03
<b>TOTAL</b>	<b>16</b>	<b>41</b>	<b>3533726</b>	<b>2177</b>	<b>3535903</b>	<b>100.00</b>

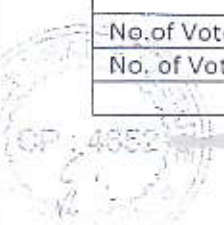
**3.RE-APPOINTMENT OF M/S.RAKESH SETHIA & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIXING THEIR REMUNERATION**

PARTICULARS	No.of Folios/Client Id.		NO.OF SHARES		TOTAL NO. OF SHARES	% BASED ON TOTAL VALID VOTES
	Through Remote e-voting	Voting at AGM	Through remote e-voting	Voting at AGM		
No.of Votes Cast in favour	16	19	3533726	1857	3535583	99.96
No. of Votes Cast Against	NIL	21	NIL	310	310	0.04
<b>TOTAL</b>	<b>16</b>	<b>40</b>	<b>3533726</b>	<b>2177</b>	<b>3535893</b>	<b>100.00</b>

**SPECIAL BUSINESS(ORDINARY RESOLUTIONS)**

**4.APPOINTMENT OF SMT.JHUMUR BHATTACHARJEE,AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM THE DATE OF THIS AGM**

PARTICULARS	No.of Folios/Client Id.		NO.OF SHARES		TOTAL NO. OF SHARES	% BASED ON TOTAL VALID VOTES
	Through Remote e-voting	Voting at AGM	Through remote e-voting	Voting at AGM		
No.of Votes Cast in favour	16	19	3533726	1857	3535583	99.96
No. of Votes Cast Against	NIL	21	NIL	310	310	0.04
<b>TOTAL</b>	<b>16</b>	<b>40</b>	<b>3533726</b>	<b>2177</b>	<b>3535893</b>	<b>100.00</b>



**CS SUNIL KUMAR BANERJEE**  
 B.E,FCS,ACMA  
 Practising Company Secretary

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 Jessore Road, Kolkata 55.  
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**5.APPOINTMENT OF MR.DILIP MUKHERJEE,AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM THE DATE OF THIS AGM**

PARTICULARS	No.of Folios/Client Id.		NO.OF SHARES		TOTAL NO. OF SHARES	% BASED ON TOTAL VALID VOTES
	Through Remote e-voting	Voting at AGM	Through remote e-voting	Voting at AGM		
No.of Votes Cast in favour	16	20	3533726	1867	3535593	99.97
No. of Votes Cast Against	NIL	21	NIL	310	310	0.03
<b>TOTAL</b>	<b>16</b>	<b>41</b>	<b>3533726</b>	<b>2177</b>	<b>3535903</b>	<b>100.00</b>

**SPECIAL BUSINESS(SPECIAL RESOLUTION)**

**6.RE-APPOINTMENT OF MR.VARADARAJAN VANCHI,AS THE MANAGING DIRECTOR OF THE COMPANY**

PARTICULARS	No.of Folios/Client Id.		NO.OF SHARES		TOTAL NO. OF SHARES	% BASED ON TOTAL VALID VOTES
	Through Remote e-voting	Voting at AGM	Through remote e-voting	Voting at AGM		
No.of Votes Cast in favour	16	20	3533726	1867	3535593	99.97
No. of Votes Cast Against	NIL	21	NIL	310	310	0.03
<b>TOTAL</b>	<b>16</b>	<b>41</b>	<b>3533726</b>	<b>2177</b>	<b>3535903</b>	<b>100.00</b>

8.The ballot papers and all other relevant records were sealed and handed over to the Chairman / Compliance Officer authorized by the Board for safe keeping.

9.The data sheet relating to e-voting and other related papers / registers, records are in the safe custody of the undersigned and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

10.The Consolidated Report is submitted to the Chairman of the Company for declaration of the Results.

Thanking you,  
 Yours faithfully,



**SUNIL KUMAR BANERJEE**  
 COMPANY SECRETARY IN PRACTICE  
 CP-4652



Place :KOLKATA  
 Date :1<sup>st</sup> September,2015



KILBURN OFFICE AUTOMATION LTD.  
 "SHANTINIKETAN" 15TH FLOOR,  
 8, CAMAC STREET, KOLKATA-700017.

DETAILS OF REPORTING AS PER CLAUSE 35A OF LISTING AGREEMENT BASED ON RESULT OF VOTING AT THE 34TH ANNUAL GENERAL MEETING HELD ON 31ST AUGUST 2015

RESOLUTION 1- ADOPTION OF ANNUAL ACCOUNTS AND OF BOARD OF DIRECTORS AND AUDITORS REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

SL NO.	PROMOTER/PUBLIC	TOTAL NO. SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON	NO. OF VOTES- IN FAVOUR	NO. OF VOTES- AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
				$3 = \frac{(2)}{(1)} * 100$	4	5	$5 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
1	PROMOTER AND PROMOTER GROUP	3432296	3429196	99.91%	3429196	0	100.00%	0
2	PUBLIC-INSTITUTIONAL HOLDERS	6200	0	0.00	0	0	0.00	0
3	PUBLIC-OTHERS	3311604	106707	3.22%	106497	210	99.80%	0.20%
	GRAND-TOTAL	6750100	3535903	52.38%	3535693	210	99.99%	0.01%

RESOLUTION 2- APPOINTMENT OF MR. SANDEEP KUMAR JALAN WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

SL NO.	PROMOTER/PUBLIC	TOTAL NO. SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON	NO. OF VOTES- IN FAVOUR	NO. OF VOTES- AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
				$3 = \frac{(2)}{(1)} * 100$	4	5	$5 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
1	PROMOTER AND PROMOTER GROUP	3432296	3429196	99.91	3429196	0	100%	0
2	PUBLIC-INSTITUTIONAL HOLDERS	6200	0	0.00	0	0	0	0
3	PUBLIC-OTHERS	3311604	106707	3.22%	106397	310	99.71%	0.29%
	GRAND-TOTAL	6750100	3535903	52.38%	3535593	310	99.99%	0.01%

RESOLUTION 1- RE-APPOINTMENT OF M/S. RAKESH SETHIA & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIXING HIS REMUNERATION

SL. NO.	PROMOTER/PUBLIC	TOTAL NO. SHARES HELD	NO. OF VOTES	% OF VOTES	NO. OF VOTES- POLLED ON	NO. OF VOTES- OUTSTANDING	NO. OF VOTES- IN FAVOUR	NO. OF VOTES- AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
1	PROMOTER AND PROMOTER GROUP	342296	3429196	99.91	3429196	0	3429196	0	100%	0
2	PUBLIC-INSTITUTIONAL HOLDERS	6200	0	0.00	0	0	0	0	0%	0
3	PUBLIC-OTHERS	3311604	106707	3.22%	106387	310	106387	310	99.70%	0.30%
	GRAND-TOTAL	6750100	3535903	52.38%	3535583	310	3535583	310	99.99%	0.01%
<p>RE-SOLUTION 4- APPOINTMENT OF SMT. JHUMIKA BHATTACHARJEE AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM THE DATE OF THIS AGM</p>										
SL. NO.	PROMOTER/PUBLIC	TOTAL NO. SHARES HELD	NO. OF VOTES	% OF VOTES	NO. OF VOTES- POLLED ON	NO. OF VOTES- OUTSTANDING	NO. OF VOTES- IN FAVOUR	NO. OF VOTES- AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
1	PROMOTER AND PROMOTER GROUP	342296	3429196	99.91	3429196	0	3429196	0	100%	0
2	PUBLIC-INSTITUTIONAL HOLDERS	6200	0	0.00	0	0	0	0	0	0
3	PUBLIC-OTHERS	3311604	106707	3.22%	106387	310	106387	310	99.70%	0.30%
	GRAND-TOTAL	6750100	3535903	52.38%	3535583	310	3535583	310	99.99%	0.01%
<p>6-<math>\frac{[4]/[2]}{[1]} \times 100</math> 7-<math>\frac{[5]/[2]}{[1]} \times 100</math></p>										



RESOLUTION 5. APPOINTMENT OF MR DIPP MURHERJEE AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM THE DATE OF THIS AGM										
Sl.NO.	PROMOTER/PUBLIC	TOTAL NO. SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED		
1	PROMOTER AND PROMOTER GROUP	3422296	3422196	99.91	3422196	0	100%	0		
2	PUBLIC-INSTITUTIONAL HOLDERS	6200	0	0.00	0	0	0%	0		
3	PUBLIC-OTHERS	3311604	106707	3.22%	106397	310	99.71%	0.29%		
	GRAND-TOTAL	6750100	3535903	52.38%	3535593	310	99.99%	0.01%		
RESOLUTION 6. RE-APPOINTMENT OF MR VARADARAJAN VANCHI AS THE MANAGING DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THIS AGM										
Sl. NO.	PROMOTER/PUBLIC	TOTAL NO. SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED		
1	PROMOTER AND PROMOTER GROUP	3422296	3422196	99.91	3422196	0	100%	0		
2	PUBLIC-INSTITUTIONAL HOLDERS	6200	0	0.00	0	0	0%	0		
3	PUBLIC-OTHERS	3311604	106707	3.22%	106397	310	99.71%	0.29%		
	GRAND-TOTAL	6750100	3535903	52.38%	3535593	310	99.99%	0.01%		
$1 = 1$ $2 = 2$ $3 = \frac{(2)/(1)}{1} * 100$ $4 = 4$ $5 = 5$ $6 = \frac{(4)/(2)}{1} * 100$ $7 = \frac{(5)/(2)}{1} * 100$										