



R. SONI & CO.

CHARTERED ACCOUNTANTS

46, Mulji Jetha Bldg., 2nd Floor, Above Bank of Baroda, 185/187, Princess Street, Mumbai-400 002
E-mail : carrsoni@gmail.com / info@rsonica.com • Website : www.rsonica.com

Scrutinizers Report

, 27th May, 2015

To,
The Chairman/Managing Director
Kamalakshi Finance Corporation Limited
B/411, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai - 400053

Dear Sir,

The Company had appointed me as the Scrutinizer for conducting the postal ballot including the E-Voting process in respect of the resolutions to be passed by the members of the Company.

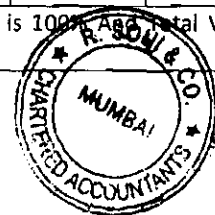
I hereby submit my report as under. ■

1. The Company has on 24th April, 2015 completed dispatch / sending of Email of Notice of Postal Ballot dated 24th March, 2015, Postal Ballot Form along with prepaid postage business reply envelope to its members whose names appeared on the register of members / list of beneficiaries as on 18th April, 2015.
2. Particulars of the Postal Ballot forms received including the votes casted through E-Voting form / by the members have been entered in a registered separately maintained for the purpose.
3. The Postal Ballot Forms were kept under my safe custody in sealed and tampered Proof Ballot Boxes before commencing the scrutiny of such Postal Ballot Forms.
4. At 12.25 p.m. on 25th May, 2015, I have downloaded the E-voting report from <https://evoting.nsdl.com> by using Scrutinizers Login ID and Password.
5. The Ballot Box was opened after 01.00 p.m. on 25th May, 2015.
6. The Postal Ballot Forms were duly opened in my presence and scrutinized. The shareholding was matched / confirmed with the register of members of the Company.
7. All Postal Ballot Forms received / E-Votes casted up to the closing of working hours (on 24th May, 2015 till 06.00 p.m.) the last date and time fixed by the Company for receipt of the forms / E-Voting were considered for scrutiny.
8. No envelopes containing the Postal Ballot Forms were received after 06.00 p.m. on 24th May, 2015.
9. I did not find any defaced or mutilated Ballot Papers / Forms.
10. Summary of the Postal Ballot Forms received and Votes casted through E-Voting are given below.



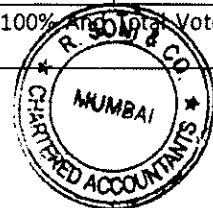
Item No.1: (Special Resolution) Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013

Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	5	9,97,260	3.51	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	5	9,97,260	3.51	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	6	11,97,260	4.21	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	5	9,97,260	3.51	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	6	11,97,260	4.21	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00
In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% and Total Votes "AGAINST" The Special And Ordinary Is Nil.					



Item No.2: (Special Resolution) Alteration of the Main Object of the Memorandum of Association of the Company

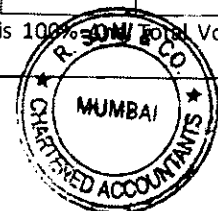
Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	5	9,97,260	3.51	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	5	9,97,260	3.51	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	6	11,97,260	4.21	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	5	9,97,260	3.51	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	6	11,97,260	4.21	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00
In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% and Total Votes "AGAINST" The Special And Ordinary Is Nil.					



Item No.3: (Special Resolution) Commencement of New Business consequently upon alteration of Main Object of the Company

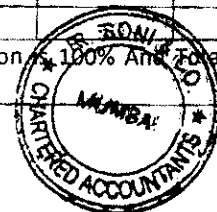
Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	5	9,97,260	3.51	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	5	9,97,260	3.51	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	6	11,97,260	4.21	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	5	9,97,260	3.51	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	6	11,97,260	4.21	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00

In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% of Total Votes "AGAINST" The Special And Ordinary Is Nil.



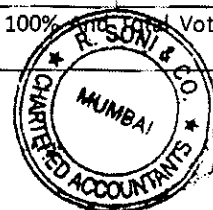
Item No.4: (Special Resolution) Change the Name of the Company From "Kamalakshi Finance Corporation Limited" To "Gromo Trade & Consultancy Limited"

Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	5	9,97,260	3.51	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	5	9,97,260	3.51	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	6	11,97,260	4.21	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	5	9,97,260	3.51	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	6	11,97,260	4.21	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00
In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% And Total Votes "AGAINST" The Special And Ordinary Is Nil.					



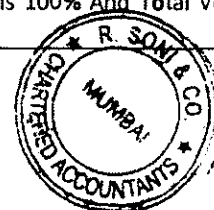
Item No.5: (Special Resolution) Reclassification of Capital of the Company by Sub-division (Stock Split) of equity shares of face value of Rs. 10/- each into Rs. 1/- each

Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	5	9,97,260	3.51	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	5	9,97,260	3.51	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	6	11,97,260	4.21	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	5	9,97,260	3.51	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	6	11,97,260	4.21	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00
In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% and Total Votes "AGAINST" The Special And Ordinary Is Nil.					



Item No.6: (Special Resolution) Alteration of Clause V of Memorandum of Association of the Company

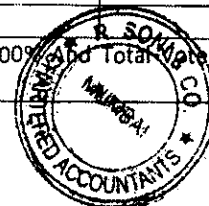
Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	4	8,37,260	2.95	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	4	8,37,260	2.95	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	5	10,37,260	3.65	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	4	8,37,260	2.95	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	5	10,37,260	3.65	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00
In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% And Total Votes "AGAINST" The Special And Ordinary Is Nil.					



Item No.7: (Special Resolution) To make investments, give loans, guarantees and provide securities beyond the prescribed limits

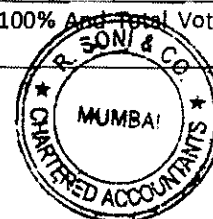
Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	5	9,97,260	3.51	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	5	9,97,260	3.51	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	6	11,97,260	4.21	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	5	9,97,260	3.51	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	6	11,97,260	4.21	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00

In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% and Total "AGAINST" The Special And Ordinary Is Nil.



Item No.8: (Special Resolution) Approval for related party transaction

Sr. No.	Particulars	No. of Postal Ballot Forms / E-Votes Casted	No. of Shares	% of total Paid-up Equity Capital	% of total votes Polled
	Total No. of Shareholders of the Company	238			
	Total No. of Shares held	2,83,90,000			
Physical Mode					
A	Total No. of Postal Ballot Forms received	1	2,00,000	0.70	
B	Less: Invalid Postal Ballot Forms	0	0	0	
C	Net Valid Postal Ballot Forms received through Physical Mode (A-B)	1	2,00,000	0.70	
Electronic Mode					
D	Total No. of Votes casted through E-Voting	3	6,00,000	2.11	
E	Less: Invalid Votes casted through E-Voting	0	0	0.00	
F	Net Valid votes casted through Electronic Mode i.e. E-Voting (D-E)	3	6,00,000	2.11	
	Total Net Votes casted through Postal Ballot Forms in Physical and Electronic Mode (C+F)	4	8,00,000	2.81	100.00
G	Postal Ballot Forms with Assent on the Special/Ordinary Resolutions through Physical Mode	1	2,00,000	0.70	
H	E-Voting with Assent on the Special/Ordinary Resolutions through Electronic Mode	3	6,00,000	2.11	
	Total Net Valid Votes casted through postal Ballot with ASSENT in Physical and Electronic Mode	4	8,00,000	2.81	100.00
I	Postal Ballot Forms with Dissent on the Special/Ordinary Resolutions through Physical Mode	0	0	0	
J	E-Voting with Dissent on the Special/Ordinary Resolutions through Electronic Mode	0	0	0	
	Total Net Valid Votes casted through postal Ballot with DISSENT in Physical and Electronic Mode	0	0	0	100.00
In Brief, Total Votes Polled (Physical Plus E-Voting) "FOR" The Special Resolution is 100% And Total Votes "AGAINST" The Special And Ordinary Is Nil.					



11. The Postal Ballot Forms and other related papers / registers and records will be handed over to the Managing Director for the safe custody once the Postal Ballot Minutes get signed by the Chairman or other authorized person of the Company.
12. You may accordingly declare the result on the voting by Postal Ballot including E-Voting.

**For R. Soni & Co.
Chartered Accountants
FRN: 130349W**

Chirali

**Chirali Mehta
Partner
M. No. 141860**

