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**MIHEN HALANI & ASSOCIATES**

***Practicing Company Secretaries***

32, First Floor, Shantinath Shopping Centre, Near Aditi Restaurant, S.V. Road, Malad (West), Mumbai - 400 064, Tel No.: +91 84519 92333 Email: [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com)

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**SCRUTINIZER'S REPORT**

28<sup>th</sup> March, 2018

To,  
The Chairman,

Extra-Ordinary General Meeting of Shareholders of **RMG Alloy Steel Limited** held on Tuesday, 27<sup>th</sup> March, 2018 at 12.30 P.M. at the registered office of the company at Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, in the state of Gujarat - 392 001.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014.

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries have been appointed by the Board/Committee of Directors of **RMG Alloy Steel Limited** as Scrutinizer to conduct the voting by way of electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of Extra-Ordinary General Meeting of the Company. Our responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports



generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.

2. The members of the company as on cut-off date i.e. Tuesday, 20<sup>th</sup> March, 2018 were entitled to vote on the resolutions (as set out in the notice of Extra-Ordinary General Meeting of the company).
3. The e-voting period commenced on Saturday, 24<sup>th</sup> March, 2018 (9.00 a.m.) and ended on Monday, 26<sup>th</sup> March, 2018 (5.00 p.m.)
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 26<sup>th</sup> March, 2018, the CDSL portal was blocked for voting.
5. The votes cast were unblocked on Tuesday, 27<sup>th</sup> September, 2018 in the presence of two witnesses, Ms. Divya Padhiyar and Ms. Tejashvi Chavan who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Divya Padhiyar

Name: Ms. Tejashvi Chavan



Signature:



Signature:

6. The 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 and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.



7. The details containing, *inter alia*, list of Equity share holders, who voted “For” or “Against” each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under;

**RESOLUTIONS AS DISCUSSED IN THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY ALONG WITH RESPECTIVE RESULTS THEREOF**

1. Increase of Authorised Share Capital of the Company from Rs.155,00,00,000/- to Rs. 565,00,00,000/-

Particulars of Votes Cast				Result Declared for the above resolution (Resolution No.1)
Particulars	No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
Votes Cast in favour	2	52	100%	Subject to Final results of vote conducted through Poll.
Votes Cast against	0	0	0	
Votes Abstained	0	0	0	
Total	2	52	100%	



2. Issue and allotment of 40.5 crores equity shares of face value of Rs. 6/- each at a price of Rs.10 per share or 40.5 crores preference shares of Rs. 10/- each at an issue price of Rs. 10 per share, on preferential basis..

Particulars of Votes Cast				Result Declared for the above resolution (Resolution No.2)
Particulars	No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
Votes Cast in favour	2	52	100%	Subject to Final results of vote conducted through Poll.
Votes Cast against	0	0	0	
Votes Abstained	0	0	0	
Total	2	52	100%	



3. Approval of ESOPs - Employees Stock Option Plan 2018

Particulars of Votes Cast				Result Declared for the above resolution (Resolution No.3)
Particulars	No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
Votes Cast in favour	1	32	61.54%	Subject to Final results of vote conducted through Poll.
Votes Cast against	1	20	38.46%	
Votes Abstained	0	0	0	
Total	2	52	100%	

*Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their votes in said resolutions, the same has not been counted in the above results.*

Date: 28<sup>th</sup> March, 2018

Place: Mumbai

For Mihen Halani & Associates  
(Practicing Company Secretaries)



  
Mihen Halani  
(Proprietor)

ACS No: 32176

CP No: 12015

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**MIHEN HALANI & ASSOCIATES**

**Practicing Company Secretaries**

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**FORM No. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman

Extra Ordinary General Meeting of Shareholders of **RMG Alloy Steel Limited** held on Tuesday, 27<sup>th</sup> March, 2018 at 12.30 P.M. at the registered office of the company at Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, in the state of Gujarat - 392 001.

Dear Sir,

We, M/s. Mihen Halani & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the Extra Ordinary General Meeting of Shareholders of **RMG Alloy Steel Limited** held on Tuesday, 27<sup>th</sup> March, 2017 at 12.30 P.M. at the registered office of the company at Plot No.1, G.I.D.C Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, in the state of Gujarat - 392 001, submit our report as under:

- a) After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was marked by identification mark placed on them.
- b) The sealed ballot box was subsequently opened in our 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 (M/s. **Bigshare Services Pvt. Ltd.**) and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- c) The poll papers, which were incomplete and/or which were otherwise found defective or the member had already done the voting through E voting platform have been treated as invalid and record for the same was maintained.
- d) The result of the Poll, marked as Annexure 'A' is attached to the report.
- e) The consolidated result of Poll and E Voting, marked as Annexure 'B' is attached to the report.
- f) The Voting results as per regulation 44 (3) of SEBI (LODR), 2015, marked as Annexure 'C'.



Date: 29<sup>th</sup> March, 2018  
Place: Mumbai

For Mihen Halani & Associates  
(Practicing Company Secretaries)



  
Mihen Halani  
(Proprietor)  
ACS No: 32176  
CP No: 12015

**Annexure 'A'**

**1. Resolution Item No. 1 : Ordinary Resolution**

Increase of Authorised Share Capital of the Company from Rs.155,00,00,000/- to Rs. 565,00,00,000/-

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	7,47,25,711	100%

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20

**2. Resolution Item No. 2 : Special Resolution**

Issue and allotment of 40.5 crores equity shares of face value of Rs. 6/-each at a price of Rs.10 per share or 40.5 crores preference shares of Rs. 10/- each at an issue price of Rs. 10 per share, on preferential basis.

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	7,47,25,711	100%

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0





iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20

3. Resolution Item No. 3 : Special Resolution

Approval of ESOPs - Employees Stock Option Plan 2018

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	7,47,25,711	100%

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	20

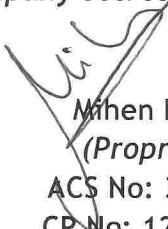
*Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their votes in said resolutions, the same has not been counted in the above results.*

Date: 29<sup>th</sup> March, 2018

Place: Mumbai

For Mihen Halani & Associates  
(Practicing Company Secretaries)



  
Mihen Halani  
(Proprietor)  
ACS No: 32176  
CP No: 12015

ANNEXURE 'B'

VOTING RESULTS FOR RESOLUTION NO. 1

(i) Details of Valid Votes

Particulars	Physical		E Voting		Grand Total	
	Number of Shareholders	Voting Rights	Number of Shareholders	Voting Rights	Total Number of Shareholders	Total Voting Rights
Total	30	7,47,25,731	2	52	32	7,47,25,783
Invalid Votes	1	20	0	0	1	20
Valid Votes	29	7,47,25,711	2	52	31	7,47,25,763

(ii) Details of Percentage of Voting

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	31	7,47,25,763	100%
Dissent	0	0	0
<b>TOTAL</b>	<b>31</b>	<b>7,47,25,763</b>	<b>100%</b>



**VOTING RESULTS FOR RESOLUTION NO. 2**

**(i) Details of Valid Votes**

Particulars	Physical		E Voting		Grand Total	
	Number of Shareholders	Voting Rights	Number of Shareholders	Voting Rights	Total Number of Shareholders	Total Voting Rights
Total	30	7,47,25,731	2	52	32	7,47,25,783
Invalid Votes	1	20	0	0	1	20
Valid Votes	29	7,47,25,711	2	52	31	7,47,25,763

**(ii) Details of Percentage of Voting**

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	31	7,47,25,763	100%
Dissent	0	0	0
TOTAL	31	7,47,25,763	100%



**VOTING RESULTS FOR RESOLUTION NO. 3**

**(i) Details of Valid Votes**

Particulars	Physical		E Voting		Grand Total	
	Number of Shareholders	Voting Rights	Number of Shareholders	Voting Rights	Total Number of Shareholders	Total Voting Rights
Total	30	7,47,25,731	2	52	32	7,47,25,783
Invalid Votes	1	20	0	0	1	20
Valid Votes	29	7,47,25,711	2	52	31	7,47,25,763

**(ii) Details of Percentage of Voting**

Details of Valid ballots	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	30	7,47,25,743	100%
Dissent	1	20	0
<b>TOTAL</b>	<b>31</b>	<b>7,47,25,763</b>	<b>100%</b>

*Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their votes in said resolutions, the same has not been counted in the above results.*

Date: 29<sup>th</sup> March, 2018  
Place: Mumbai

For Mihen Halani & Associates  
(Practicing Company Secretaries)



  
Mihen Halani  
(Proprietor)  
ACS No: 32176  
CP No: 12015

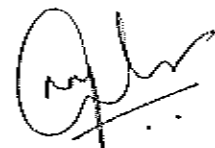
## Format for Voting Results

Date of AGM/EGM (the resolution was passed through postal ballot voting including e-voting)	27.03.2018
Total number of shareholders on record date (Cut-off date) on 20.03.2018	80245
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	10
Public:	20
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

## Agenda-Wise disclosure

**Resolution 1: Increase of Authorised Share Capital of the Company from Rs.155,00,00,000/- to Rs. 565,00,00,000/-.**

Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	No. of shares held	Mode of Voting	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)		(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	94,118,859	E-Voting	-	-	-	-	-	-
		Poll	7,47,20,471	79.39	7,47,20,471	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>7,47,20,471</b>	<b>79.39</b>	<b>7,47,20,471</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>20</b>	<b>0.05</b>	<b>20</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Non Institutions	14,276,300	E-Voting	32	0.00	32	-	100.00	-
		Poll	5,240	0.04	5,240	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>5,272</b>	<b>0.04</b>	<b>5,272</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>	<b>108,435,840</b>		<b>7,47,25,763</b>	<b>68.91</b>	<b>7,47,25,763</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**Resolution 2: Issue and allotment of 40.5 crores equity shares of face value of Rs. 6/-each at a price of Rs.10 per share or 40.5 crores preference shares of Rs. 10/- each at an issue price of Rs. 10 per share, on preferential basis.**

Resolution Required (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	No. of shares held	Mode of Voting	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)		(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter & Promoter Group	94,118,859	E-Voting	-	-	-	-	-	-
		Poll	7,47,20,471	79.39	7,47,20,471	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>7,47,20,471</b>	<b>79.39</b>	<b>7,47,20,471</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>20</b>	<b>0.05</b>	<b>20</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Non Institutions	14,276,300	E-Voting	32	0.00	32	-	100.00	-
		Poll	5,240	0.04	5,240	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>5,272</b>	<b>0.04</b>	<b>5,272</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>	<b>108,435,840</b>		<b>7,47,25,763</b>	<b>68.91</b>	<b>7,47,25,763</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**Resolution 3: Approval of ESOPs - Employees Stock Option Plan 2018**

Resolution Required (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	No. of shares held	Mode of Voting	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)		(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter & Promoter Group	94,118,859	E-Voting	-	-	-	-	-	-
		Poll	7,47,20,471	79.39	7,47,20,471	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>7,47,20,471</b>	<b>79.39</b>	<b>7,47,20,471</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	-	20	-	100
		Poll	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>20</b>	<b>0.05</b>	<b>-</b>	<b>20</b>	<b>-</b>	<b>100</b>
Public - Non Institutions	14,276,300	E-Voting	32	0.00	32	-	100.00	-
		Poll	5,240	0.04	5,240	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>5,272</b>	<b>0.04</b>	<b>5,272</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>	<b>108,435,840</b>		<b>7,47,25,763</b>	<b>68.91</b>	<b>7,47,25,743</b>	<b>20</b>	<b>100.00</b>	<b>0.00</b>