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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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**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

Thirty Fifth Annual General Meeting of Shareholders of **RMG Alloy Steel Limited** held on Tuesday, 26<sup>th</sup> September, 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.

Dear Sir,

I, Mihen Halani, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 35<sup>th</sup> Annual General Meeting of Shareholders of **RMG Alloy Steel Limited** held on Tuesday, 26<sup>th</sup> September, 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 my 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 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 (**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'.



For Mihen Halani & Associates  
(Practicing Company Secretaries)

  
Mihen Halani  
(Proprietor)

ACS No: 32176  
CP No: 12015



Date: 28<sup>th</sup> September, 2017  
Place: Mumbai

Annexure 'A'

1. Resolution Item No. 1 : Ordinary Resolution

To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.

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
30	70579082	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
0	0

2. Resolution Item No. 2 : Ordinary Resolution

To appoint a Director in place of Mr. Hanuman Kanodia (DIN: 00331178) who retires by rotation, and being eligible, offers himself for re-appointment.

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
30	70579082	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
0	0

3. Resolution Item No. 3 : Ordinary Resolution

Appointment of M/s. Pathak H.D. & Associates., Chartered Accountants, (having Firm Registration Number: 107783W), as Statutory Auditors of the Company in place of M/s. Chaturvedi & Shah, Chartered Accountants.

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
30	70579082	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
0	0

4. Resolution Item No. 4 : Ordinary Resolution

To appoint Cost Auditor M/s. Kiran J. Mehta & Co. the Cost Auditors (Firm Registration No. 000025) and fix the remuneration for the financial year ending March 31, 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
30	70579082	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
0	0

#### 5. Resolution Item No. 5 : Ordinary Resolution

Appointment of Mr. Aneel Lasod (DIN: 07705157) a Director of the Company.

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
30	70579082	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
0	0

#### 6. Resolution Item No. 6 : Ordinary Resolution

Appointment of Ms. Amita Karia (DIN: 07068393) as an Independent Director of the Company for the term upto March 31, 2022.

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
30	70579082	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
0	0

7. Resolution Item No. 7 : Ordinary Resolution

To approve increase in the authorized share capital of the Company from the existing Rs.130,00,00,000 (Rupees One Hundred Thirty Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs.6/- (Rupees Six Only) each and 6,40,00,000 (Six Crore Forty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs.155,00,00,000 (Rupees One Hundred Fifty Five Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs.6/- (Rupees Six Only) each and 8,90,00,000 (Eight Crore Ninety Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each and to Alter Clause V of Memorandum of Association of the Company.

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
30	70579082	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
0	0



## 8. Resolution Item No. 8 : Special Resolution

To alter Article No. 3 of Articles of the Association of the Company by substituting first Para starting from “The Authorised share capital” and ending before the word “with power to” as mentioned below:

“The Authorised Share Capital of the Company is as per Clause V of Memorandum of Association with power to the Board of Directors to classify into any class of shares...”

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
30	70579082	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
0	0

## 9. Resolution Item No. 9 : Special Resolution

To approve Issue and Allot upto 3,00,00,000 12% Redeemable Preference shares of Rs.10 each aggregating to Rs.30,00,00,000/- (Rupees Thirty Crore Only) in one or more tranches to the Promoter / Co promoter /Strategic Investor / associate companies of promoter / co-promoter/ Strategic Investor, on the terms as prescribed.

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
20	105540	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
0	0

For Mihen Halani & Associates  
(Practicing Company Secretaries)

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



Date: 28<sup>th</sup> September, 2017  
Place: Mumbai



## ANNEXURE 'B'

VOTING RESULTS FOR RESOLUTION NO. 1(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

(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	43	70579952	100%
Dissent	0	0	0
<b>TOTAL</b>	<b>43</b>	<b>70579952</b>	<b>100%</b>



VOTING RESULTS FOR RESOLUTION NO. 2

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

(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	42	70579930	100%
Dissent	1	22	0
TOTAL	43	70579952	100%



VOTING RESULTS FOR RESOLUTION NO. 3

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

(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	43	70579952	100%
Dissent	0	0	0
TOTAL	43	70579952	100%



**VOTING RESULTS FOR RESOLUTION NO. 4**

**(i) Details of Valid Votes**

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

**(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	42	70579930	100%
Dissent	1	22	0
<b>TOTAL</b>	<b>43</b>	<b>70579952</b>	<b>100%</b>



## VOTING RESULTS FOR RESOLUTION NO. 5

### (i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

### (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	42	70579930	100%
Dissent	1	22	0
<b>TOTAL</b>	<b>43</b>	<b>70579952</b>	<b>100%</b>



VOTING RESULTS FOR RESOLUTION NO. 6

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

(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	42	70579930	100%
Dissent	1	22	0
TOTAL	43	70579952	100%



## VOTING RESULTS FOR RESOLUTION NO. 7

### (i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

### (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	42	70579930	100%
Dissent	1	22	0
<b>TOTAL</b>	<b>43</b>	<b>70579952</b>	<b>100%</b>



VOTING RESULTS FOR RESOLUTION NO. 8

(i) Details of Valid Votes

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	30	70579082	13	870	43	70579952
Invalid Votes	0	0	0	0	0	0
Valid Votes	30	70579082	13	870	43	70579952

(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	42	70579930	100%
Dissent	1	22	0
<b>TOTAL</b>	<b>43</b>	<b>70579952</b>	<b>100%</b>





**VOTING RESULTS FOR RESOLUTION NO. 9**

**(i) Details of Valid Votes**

Particular	Physical		E Voting		Grand Total	
	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights	Total Number of Shareholders	Total Voting Rights
Total Number of Shares	20	105540	13	870	33	106410
Invalid Votes	0	0	0	0	0	0
Valid Votes	20	105540	13	870	33	106410

**(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	106378	99.97%
Dissent	2	32	0.03%
<b>TOTAL</b>	<b>33</b>	<b>106410</b>	<b>100%</b>

For Mihen Halani & Associates  
(Practicing Company Secretaries)

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



Date: 28<sup>th</sup> September, 2017  
Place: Mumbai

ANNEXURE 'C'

Format for Voting Results

Date of AGM/EGM (the resolution was passed through postal ballot voting including e-voting)	26.09.2017
Total number of shareholders on record date (Cut-off date) on 19.09.2017	81308
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: 10 Public: 21	31
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: N.A. Public: N.A.	N.A.

Agenda-Wise disclosure

**Resolution 1: Consider and adopt Audited Financial Statements, reports of the Board of Directors and Auditors thereon.**

Resolution Required (Ordinary/Special)			Ordinary					
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	-	0.00	-	-	-	-
		Poll	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	-	<b>100.00</b>	-
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>20</b>	<b>0.05</b>	<b>20</b>	-	<b>100.00</b>	-
Public – Non Institutions	14,276,300	E-Voting	850	0.01	850	-	100.00	-
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,390</b>	-	<b>100.00</b>	-
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,952</b>	-	<b>100.00</b>	-



**Resolution 2: Re-appointment of Mr. Hanuman Kanodia (DIN: 00331178) as a director of the Company, liable to retire by rotation.**

Resolution Required (Ordinary/Special)			Ordinary					
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	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<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	850	0.01	828	22	97.41	2.59
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,368</b>	<b>22</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,930</b>	<b>22</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 3: Appointment of appointment of M/s Pathak H.D & Associates, Chartered Accountants as Statutory Auditors**

Resolution Required (Ordinary/Special)			Ordinary					
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	-	0.00	-	-	-	-
		Poll	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-



		<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	850	0.01	850	-	100.00	-
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,390</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,952</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**Resolution 4: Ratification of remuneration payable to M/s. Kiran J Mehta & Co., Cost Auditor**

Resolution Required (Ordinary/Special)			Ordinary					
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	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<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	850	0.01	828	22	97.41	2.59
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,368</b>	<b>22</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,930</b>	<b>22</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 5: Appointment of Mr. Aneel Lasod (DIN: 07705157) as Director of the Company liable to retire by rotation**

Resolution Required (Ordinary/Special)			Ordinary					
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	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<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	850	0.01	828	22	97.41	2.59
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,368</b>	<b>22</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,930</b>	<b>22</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 6: Appointment of Ms. Amita Karia (DIN:07068393) as an Independent Director of the Company not liable to retire by rotation**

Resolution Required (Ordinary/Special)			Ordinary					
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	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<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	850	0.01	828	22	97.41	2.59
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,368</b>	<b>22</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,930</b>	<b>22</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 7: Increase in Authorised Share Capital and alteration of Memorandum of Association of the Company to give effect to the same**

Resolution Required (Ordinary/Special)	Ordinary
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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) = $\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]*100}$	(7) = $\frac{[(5)/(2)]*100}$
Promoter & Promoter Group	94,118,859	E-Voting	-	-	-	-	-	-
		Poll	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<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	850	0.01	828	22	97.41	2.59
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,368</b>	<b>22</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,930</b>	<b>22</b>	<b>100.00</b>	<b>0.00</b>

### Resolution 8: Alteration of Article 3 of Articles of Association of the Company

Resolution Required (Ordinary/Special)			Ordinary					
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) = $\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	(6) = $\frac{[(4)/(2)]*100}$	(7) = $\frac{[(5)/(2)]*100}$
Promoter & Promoter Group	94,118,859	E-Voting	-	-	-	-	-	-
		Poll	70,473,542	74.88	70,473,542	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>70,473,542</b>	<b>74.88</b>	<b>70,473,542</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<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	850	0.01	828	22	97.41	2.59
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>106,390</b>	<b>0.75</b>	<b>106,368</b>	<b>22</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,579,952</b>	<b>65.09</b>	<b>70,579,930</b>	<b>22</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 9: Issue and Allotment of upto 3,00,00,000 12% Redeemable Cumulative Preference Shares of Rs.10/- each**

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	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	-	-	-	-	-	-
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	20	0.05	20	-	100.00	-
Public - Non Institutions	14,276,300	E-Voting	850	0.01	818	32	96.24	3.76
		Poll	105,540	0.74	105,540	-	100.00	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	106,390	0.75	106,358	32	99.97	0.03
<b>Total</b>	<b>108,435,840</b>		<b>106,410</b>	<b>0.10</b>	<b>106,378</b>	<b>32</b>	<b>99.97</b>	<b>0.03</b>

For Mihen Halani & Associates  
(Practicing Company Secretaries)

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



Date: 28<sup>th</sup> September, 2017  
Place: Mumbai