

# A.L.MAKHIJA & CO-COMPANY SECRETARIES.

39-C BLOCK, 5<sup>TH</sup> FLOOR, 389/91, MAHENDRA MANSION, J.S.S. ROAD, MUMBAI-400002

Phone: 2209 1705, Mobile: 9324251705, E-mail:almakhija\_cs@yahoo.co.in

## COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR RMG ALLOY STEEL LIMITED

To,  
The Chairman  
RMG Alloy Steel Ltd  
Mumbai

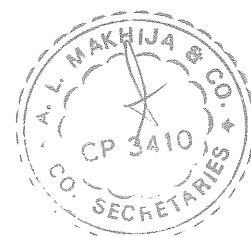
Sub: Passing of Resolution through Electronic and Poll Conducted at the 34<sup>th</sup> AGM of RMG Alloy Steel Limited held on Tuesday, 27<sup>th</sup> September, 2016.

The Board at its Meeting held on 25<sup>th</sup> May, 2016 had appointed me as Scrutinizer for the e-voting held between 24<sup>th</sup> September, 2016 at 9.00 a.m. till 26<sup>th</sup> September, 2016 at 5.00 p.m. and the Chairman of the 34<sup>th</sup> Annual General Meeting (AGM) has appointed me as a Scrutinizer for the poll held at the 34<sup>th</sup> Annual General Meeting on the 27<sup>th</sup> September, 2016.

The Company had appointed M/s National Securities Depository (India) Limited as the Service Provider for extending the facility of Electronic Voting to the Shareholders of the Company from Saturday, 24<sup>th</sup> September, 2016 at 9.00a.m. till Monday, 26<sup>th</sup> September 2016 at 5.00 p.m. M/s Bigshare Services Private Limited is Registrar and Transfer Agent of the Company. The E-voting results were unblocked by me on 28<sup>th</sup> September, 2016 at 11.40 a.m.in the presence of two witnesses. For Further details refer my Scrutinizer's report dated 28<sup>th</sup> September, 2016 attached herewith.

At the 34<sup>th</sup> AGM of the Company held on 27<sup>th</sup> September, 2016, all the resolutions were put on vote by way of e-voting, therefore all the resolutions were required to be voted by way of poll/ ballot papers. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details refer to my Scrutinizer's Report in Form MGT 13 dated 28<sup>th</sup> September, 2016.

Date of the AGM	27 <sup>th</sup> September, 2016
Total number of shareholders on record date	82682
No. of shareholders present in the meeting either in person or through proxy:	38
Promoters and Promoter Group:	10 members as representatives
Public:	28 members in person or through representatives
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public	0



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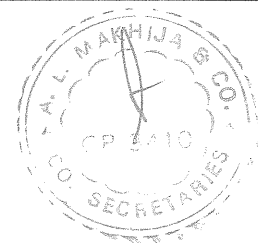
Agenda- wise disclosure (to be disclosed separately for each agenda item)

**Item No.1: To receive, consider and adopt of Audited Financial Statement for the year ended March 31, 2016, Report 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	94,618,859	E-Voting	65,921,495	69.67	65,921,495	-	100.00	-
		Poll	4,552,037	4.81	4,552,037	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>70,473,532</b>	<b>74.48</b>	<b>70,473,532</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	13,776,300	E-Voting	1,028	0.01	1,028	-	100.00	-
		Poll	1,947	0.01	1,945	-	99.90	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>2,975</b>	<b>0.02</b>	<b>2,973</b>	<b>-</b>	<b>99.93</b>	<b>-</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,476,527</b>	<b>64.99</b>	<b>70,476,525</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**Item No.2: Appointment of Mr. Anuj Burakia (DIN:- 02840211) as director retiring 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	94,618,859	E-Voting	65,921,495	69.67	65,921,495	-	100.00	-
		Poll	4,552,037	4.81	4,552,037	-	100.00	-



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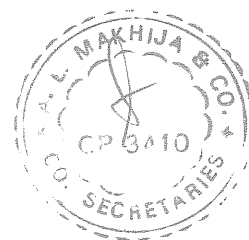
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Group		Postal Ballot	-	-	-	-		
		Total	70,473,532	74.48	70,473,532	-	100.00	-
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		Total	20	0.05	20	-	100.00	-
Public - Non Institutions	13,776,300	E-Voting	1,028	0.01	1,028	-	100.00	-
		Poll	1,947	0.01	1,945	-	99.90	-
		Postal Ballot	-	0.00	-	-	-	-
		Total	2,975	0.02	2,973	-	99.93	-
Total	108,435,840		70,476,527	64.99	70,476,525	-	100.00	-

### Item No.3: Ratification of Appointment of Statutory 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	94,618,859	E-Voting	65,921,495	69.67	65,921,495	-	100.00	-
		Poll	4,552,037	4.81	4,552,037	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	70,473,532	74.48	70,473,532	-	100.00	-
Public - Institutions	40,681	E-Voting	20	0.05	20	-	100.00	-
		Poll	-	0.00	-	-	-	-
		Postal Ballot	-	0.00	-	-	-	-
		Total	20	0.05	20	-	100.00	-
Public - Non Institutions	13,776,300	E-Voting	1,028	0.01	1,028	-	100.00	-
		Poll	1,947	0.01	1,945	-	99.90	-
		Postal Ballot	-	0.00	-	-	-	-
		Total	2,975	0.02	2,973	-	99.93	-
Total	108,435,840		70,476,527	64.99	70,476,525	-	100.00	-



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## Item No.4: Ratification of remuneration payable to M/s. Kiran J. Mehta & Co., as Cost Auditors of the Company for the year ended 31.03.2017:

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	94,618,859	E-Voting	65,921,495	69.67	65,921,495	-	100.00	-
		Poll	4,552,037	4.81	4,552,037	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		<b>Total</b>	<b>70,473,532</b>	<b>74.48</b>	<b>70,473,532</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	13,776,300	E-Voting	1,028	0.01	1,028	-	100.00	-
		Poll	1,947	0.01	1,945	-	99.90	-
		Postal Ballot	-	0.00	-	-	-	-
		<b>Total</b>	<b>2,975</b>	<b>0.02</b>	<b>2,973</b>	<b>-</b>	<b>99.93</b>	<b>-</b>
<b>Total</b>	<b>108,435,840</b>		<b>70,476,527</b>	<b>64.99</b>	<b>70,476,525</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

All the Resolutions stands passed under E-voting and Poll with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of votes cast through e-voting and Poll by the Shareholders of the Company. I shall be arranging to hand over these Records to you or such other person as authorized by you.

Thanking you,  
For A.L. Makhija & Co.

For A. L. MAKHIJA & Co.  
Company Secretary

Anand L Makhija  
Practicing Company Secretary (Proprietor)  
ACS - 5087  
CP No- 3410  
Dated: 28<sup>th</sup> September, 2016



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## FORM No. MGT-13

### Report of Scrutinizer(s)

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

To,  
The Chairman  
RMG Alloy Steel Limited

34<sup>th</sup> Annual General Meeting of the Equity Shareholders of RMG Alloy Steel Limited held on Tuesday, 27<sup>th</sup> September 2016 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 - 393110 (Gujarat).

Dear Sir,

We, A. L. Makhija & Co., Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of RMG Alloy Steel Limited, held on Tuesday, 27<sup>th</sup> September 2016 at 12.30 p.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked 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 and the authorizations / proxies lodged with the Company.
3. I found one poll paper of 2 shares as Invalid. Names/ DPID-Client ID did not appear in the list of shareholders as on the cutoff date, hence treated as Invalid.
4. The result of the Poll is as under:

(a) Resolution :

**Item No.1.** - Ordinary Resolution to consider and adopt the audited Financial Statements as at March 31, 2016 and the Report 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
27	4,553,982	100



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(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
Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	2	0.00

(b) Resolution

Item No.2 - Ordinary resolution to Appointment of Mr. Anuj Burakia (DIN:- 02840211) as director retiring by rotation.

(i) Voted in favour of the resolution:

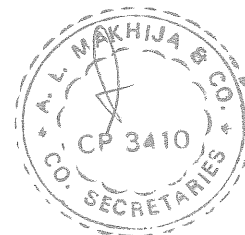
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	4,553,982	100

(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
Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	2	0.00



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(c) **Resolution :**

Item No.3. - Ordinary resolution for ratification of appointment of Statutory Auditor

(i) Voted in favour of the resolution: 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
27	4,553,982	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
Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	2	0.00

(d) **Resolution :**

Item No.4. - Ordinary resolution for ratification of remuneration payable to M/s. Kiran J. Mehta & Co., as Cost Auditors of the Company for the year ended 31.03.2017

(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
27	4,553,982	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
Nil	Nil	Nil



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(iii) Invalid votes :

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	2	0.00

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For A.L. Makhija & Co.

For A. L. MAKHIJA & Co.

Company Secretaries

Anand L Makhija

(Proprietor)  
Practicing Company Secretary

ACS - 5087

CP No- 3410

Dated: 28<sup>th</sup> September, 2016

