



**Form No.MGT-13**  
**REPORT OF SCRUTINIZERS**

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rules 21(2) of the Companies (Management and Administration) Rules, 2014]*

I, Navneet Agrawal, proprietor of N Agrawal & Associates, Chartered Accountant in practice, have been appointed as Scrutinizers by the Board of Directors of Narayani Steels Limited (Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with the Companies (Management Administration) Rules, 2014 (the Rules) and pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
- (ii) Voting through electronic voting system at the AGM

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting the Annual General Meeting through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders dated 30.09.2022 at 4.00 pm. My responsibility as a scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizers report of the votes cast in favour and/or against the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by CDSL (Central Depository Services Private Limited) the Agency Authorised under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM

**We submit our report as under:**

- 1) The e-voting period for e-voting commenced on 27.09.2022 at 09.00 am to 29.09.2022 at 05.00 pm and thereafter, the CDSL e-voting platform was blocked.
- 2) Ministry of Corporate Affairs (MCA) Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as SEBI Circulars) permitting the holding of Annual General meeting (AGM) through Video



Conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue.

- 3) As per information provided by the management, the Company had completed dispatch of the notice of AGM inter-alia containing Annual Report for the financial year 2021-2022 along with other necessary information through electronic mode only on 07th September, 2022 to those Members whose names appeared in the register of Members/list of Beneficiaries with e mail address registered with the Registrar and Transfer Agents (RTA) and Depositories as on 08th April, 2022 being the cut-off date in terms of aforesaid MCA Circulars. As per provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
- 4) The voting rights were reckoned as on 23.09.2022 being Cut-off date for the purpose of declining the entitlement of materials at the remote e-voting.
- 4) After conclusion of the Annual General Meeting, the Votes cast through remote e-voting were underclocked on 01.10.2022 at 10.00a.m. in the presence of two witness.
- 5) As per information given by the Company/RTA the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their vote through e-voting system during the AGM.
- 6) Based on the data provided by CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the notice of AGM are under:

#### Resolution No: 1

Nature of Resolution: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) consisting of the Statement of Profit & Loss for the period ending 31st March, 2022, Cash Flow Statement for the period ended 31st March, 2022 and the Balance Sheet of the Company as on that date, Schedules and Notes thereon together with the Directors' Report, Independent Auditors' Report and Secretarial Auditors' Report thereon.

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	21	10	31
Number of vote cast by them	291645	3833	2,95,478
% of total number of valid votes cast	100	100	100

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member	NIL	NIL	NIL





Voting			
Number of vote cast by them	NIL	NIL	NIL
% of total number of valid votes cast	NIL	NIL	NIL

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.2**

Nature of Resolution: Ordinary Resolution

P.D.Rungta & Co.Chartered Accountants (FRN: 001150C) be and are hereby appointed as Statutory Auditors of the Company toconduct the statutory audit for a period of Five years commencing from the conclusion of this Annual GeneralMeeting till the conclusion of the 32nd Annual General Meeting of the Company to be held for the FinancialYear 2026-27

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	20	10	30
Number of vote cast by them	291640	3833	2,95,473
% of total number of valid votes cast	100	100	100

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	1	NIL	1
Number of vote cast by them	5	NIL	5
% of total number of valid votes cast	0	NIL	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.3**



Nature of Resolution: Ordinary Resolution

To appoint a director in place of Mr. Sumit Kumar Agarwal (DIN: 02184000), Additional Director of the Company who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	20	10	30
Number of vote cast by them	291633	3833	2,95,466
% of total number of valid votes cast	100	100	100

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	1	NIL	1
Number of vote cast by them	12	NIL	12
% of total number of valid votes cast	0	NIL	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.4**



Nature of Resolution: Ordinary Resolution

According Consent for appointment of Mr.Sumit Kumar Agarwal (DIN:02184000) as Managing Director of the Company and payment of remuneration thereof.

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	18	10	28
Number of vote cast by them	291578	3833	295411
% of total number of valid votes cast	99.98	100	99.98

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	3	NIL	3
Number of vote cast by them	67	NIL	67
% of total number of valid votes cast	.02	NIL	.02

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.5**



Nature of Resolution: Ordinary Resolution

Appointment of Amit Ranjan Sinha (DIN: 09680056) as executive Director of the Company.

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	19	10	29
Number of vote cast by them	291583	3833	2,95,416
% of total number of valid votes cast	99.98	100	99.98

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	2	NIL	2
Number of vote cast by them	62	NIL	62
% of total number of valid votes cast	0.02	NIL	.02

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.6**





Nature of Resolution: Ordinary Resolution

Appointment of Akansha Agarwal (DIN: 09540310) as Independent Director of the Company.

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	19	10	29
Number of vote cast by them	291583	3833	2,95,416
% of total number of valid votes cast	99.98	100	99.98

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	2	NIL	2
Number of vote cast by them	62	NIL	62
% of total number of valid votes cast	.02	NIL	.02

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

Resolution No.7



Nature of Resolution: Ordinary Resolution

According Consent for Appointment of Mr Ajit Kumar Nath(DIN: 08641824) as Independent Director of the Company.

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	20	10	30
Number of vote cast by them	291595	3833	2,95,428
% of total number of valid votes cast	99.98	100	99.98

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	1	NIL	1
Number of vote cast by them	50	NIL	50
% of total number of valid votes cast	.02	NIL	.02

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.8**





Nature of Resolution: Ordinary Resolution

According Consent for Appointment of Mr Asit Baran Bhattacharjee (DIN: 02559634) as Independent Director of the Company.

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	19	10	29
Number of vote cast by them	291570	3833	2,95,403
% of total number of valid votes cast	99.97	100	99.97

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	2	NIL	2
Number of vote cast by them	75	NIL	75
% of total number of valid votes cast	.03	NIL	.03

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.9**



Nature of Resolution: Ordinary Resolution

Ratification and payment to M/s.Sampath Babu & Co., Cost Auditors of the Company.

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	20	10	30
Number of vote cast by them	291595	3833	2,95,428
% of total number of valid votes cast	99.98	100	99.98

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	1	NIL	1
Number of vote cast by them	50	NIL	50
% of total number of valid votes cast	.02	NIL	.02

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

**Resolution No.10**



Nature of Resolution: Ordinary Resolution

Related Party Transactions

(i) Voted in favor of the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	20	10	30
Number of vote cast by them	291595	3833	2,95,428
% of total number of valid votes cast	99.98	100	99.98

(ii) Voted against the resolution:

Particulars	Remote E-Voting	E-voting at the AGM	Total
Number of Member Voting	1	NIL	1
Number of vote cast by them	50	NIL	50
% of total number of valid votes cast	.02	NIL	.02

(iii) Invalid Votes

Total number of members whose votes were declared invalid	% of the total number of valid vote cast
NIL	NIL
NIL	NIL

For N Agrawal & Associates

  
CA Navneet Agrawal  
Proprietor  
M.N.523654  
FRN: 015892S  
Place: Visakhapatnam  
Date: 01.10.2022

