
MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

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

SCRUTINIZER'S REPORT

1st February, 2019

To,
The Chairman,

Extra-Ordinary General Meeting of the Members of **RMG Alloy Steel Limited** held on Thursday, 31st January, 2019 at 12.30 P.M. at the registered office of the company situated 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 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. Thursday, 24th January, 2019 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 Monday, 28th January, 2019 (09.00 a.m.) and ended on Wednesday, 30th January, 2019 (05.00 p.m.)
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 30th January, 2019, the CDSL portal was blocked for voting.
5. The votes cast were unblocked on Thursday, 31st January, 2019 in the presence of two witnesses, Ms. Divya Padhiyar and Ms. Bhavini Patel 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



Signature:

Name: Ms. Bhavini Patel



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-

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Mumbai – 400 064, Tel No.: +91 84519 92333 Email: mihenhalani@gmail.com

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
Thursday, 31st January, 2019 at 12.30 P.M. at the Registered Office of the Company at
Plot No.1, GIDC Industrial estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat - 393110.**

Dear Sir,

Ref: Scrutinizer's Report on Voting through Poll and Electronic means

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of **RMG ALLOY STEEL LIMITED** as Scrutinizer to conduct the voting by way of poll and electronic means, hereby submit our report as under;

- The consolidated result of Poll and E-Voting is attached to the report.

For Mihen Halani & Associates
Practicing Company Secretaries




Mihen Halani
Proprietor
CP No. 12015
FCS No. 9926

Date: 1st February, 2019

Place: Mumbai

REPORT ON VOTING THROUGH POLL AND ELECTRONIC MEANS

VOTING RESULTS FOR RESOLUTION NO. 1

(i) 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. 6 each (No. of Votes)	Percentage (%)
Assent	31	180335513	99.99998%
Dissent	1	30	0.00002%
TOTAL	32	180335543	100%

Result Declared: The resolution passed as an Ordinary Resolution.

VOTING RESULTS FOR RESOLUTION NO. 2

(i) 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. 6 each (No. of Votes)	Percentage (%)
Assent	31	180335513	99.99998%
Dissent	1	30	0.00002%
TOTAL	32	180335543	100%

Result Declared: The resolution passed as a Special Resolution.

VOTING RESULTS FOR RESOLUTION NO. 3

(i) 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. 6 each (No. of Votes)	Percentage (%)
Assent	31	180335513	99.99998%
Dissent	1	30	0.00002%
TOTAL	32	180335543	100%

Result Declared: The resolution passed as a Special Resolution.

VOTING RESULTS FOR RESOLUTION NO. 4

(i) 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. 6 each (No. of Votes)	Percentage (%)
Assent	30	180335493	99.99998
Dissent	1	30	0.00002
TOTAL	31	180335523	100%

Result Declared: The resolution passed as a **Special Resolution**.

Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their vote in any Resolution(s), the same has not been counted in the above results.

For Mihen Halani & Associates
Practicing Company Secretaries




Mihen Halani
Proprietor
CP No. 12015
FCS No. 9926

Date: 1st February, 2019

Place: Mumbai

Format for Voting Results

Date of AGM/EGM (the resolution was passed through postal ballot voting including e-voting)	31.01.2019
Total number of shareholders on record date (Cut-off date) on 24.01.2019	80123
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	9 21
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:

Reclassification of Authorized Share Capital.

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	193626879	E-Voting	-	-	-	-	-	-
		Poll	180313022	93.12	180313022	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	180313022	93.12	180313022	-	100.00	-
Public - Institutions	40671	E-Voting	20	0.05	20	-	100	-
		Poll	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		Total	20	0.05	20	-	100.00	-
Public - Non Institutions	153026614	E-Voting	722	0.00	692	30	95.84	4.16
		Poll	21779	0.01	21779	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	22501	0.01	22471	30	99.87	0.13
Total	346694164		180335543	52.02	180335513	30	100.00	0.00



Resolution 2:

Proposal for issue and allotment of upto 24,250,000 Redeemable Preference shares of Rs.10 each aggregating to Rs.242,500,000/- (Rupees Twenty Four Crore Twenty Five Lakh Only) on private placement 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	193626879	E-Voting	-	-	-	-	-	-
		Poll	180313022	93.12	180313022	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	180313022	93.12	180313022	-	100.00	-
Public - Institutions	40671	E-Voting	20	0.05	20	-	100	-
		Poll	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		Total	20	0.05	20	-	100.00	-
Public - Non Institutions	153026614	E-Voting	722	0.00	692	30	95.84	4.16
		Poll	21779	0.01	21779	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	22501	0.01	22471	30	99.87	0.13
Total	346694164		180335543	52.02	180335513	30	100.00	0.00



Resolution 3:

Proposal for issue and allotment of 38,974,352 equity shares of face value of Rs.6/- each at a price of Rs.23.40/- per share and 33,287,177 warrants carrying option to subscribe (in the ratio of one equity share for one warrant) to 33,287,177 equity shares of Rs.6/- each fully paid at the issue price of Rs.23.40 per equity share.

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	193626879	E-Voting	-	-	-	-	-	-
		Poll	180313022	93.12	180313022	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	180313022	93.12	180313022	-	100.00	-
Public - Institutions	40671	E-Voting	20	0.05	20	-	100	-
		Poll	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		Total	20	0.05	20	-	100.00	-
Public - Non Institutions	153026614	E-Voting	722	0.00	692	30	95.84	4.16
		Poll	21779	0.01	21779	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	22501	0.01	22471	30	99.87	0.13
Total	346694164		180335543	52.02	180335513	30	100.00	0.00



Resolution 4:

Approval for conversion of loan / debt into equity shares upon exercise of the option in case of default by the Company in terms of RBI notification / guidelines.

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	193626879	E-Voting	-	-	-	-	-	-
		Poll	180313022	93.12	180313022	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	180313022	93.12	180313022	-	100.00	-
Public - Institutions	40671	E-Voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Postal Ballot	-	-	-	-	-	-
		Total	-	-	-	-	-	-
Public - Non Institutions	153026614	E-Voting	722	0.00	692	30	95.84	4.16
		Poll	21779	0.01	21779	-	100.00	-
		Postal Ballot	-	-	-	-	-	-
		Total	22501	0.01	22471	30	99.87	0.13
Total	346694164		180335523	52.02	180335493	30	100.00	0.00

