

VIJAY KUMAR MISHRA  
B. Com. (Hons.), A.C.A., F.C.S  
PARESH D PANDYA  
B. Com. A.C.S.

## VKM & ASSOCIATES

### PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street,  
Behind Parsi Dairy, Marine Lines (E), Mumbai - 2.  
Tel. : 2207 7267 ♦ Fax : 2207 7542  
Mob : 93229 77388 ♦ E-mail : vkmassociates@yahoo.com

### Form No. MGT-13 Report of Scrutinizer(s)

To,  
Chairman,  
32nd Annual General Meeting of members  
N. D. Metal Industries Limited  
417, Maker Chambers V, Nariman  
Point, Mumbai-400021.

Dear Sir,

**Subject: Scrutinizer's Report on voting by poll conducted at Annual General Meeting ('AGM') pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 of N. D. Metal Industries Limited held on Saturday, September 29, 2018 at 12.00 noon at 417 Maker Chamber V, Nariman Point, Mumbai- 400 021, Maharashtra.**

I, Vijay Kumar Mishra, of VKM & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of N. D. Metal Industries Limited pursuant to Section 109 of the Companies Act, 2013 ("the Act") read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the voting by poll in respect of the below mentioned resolutions proposed at the 32nd Annual General Meeting (AGM) of N. D. Metal Industries Limited on Saturday, September 29, 2018 at 12.00 noon.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on September 29, 2018.



At the request of the management, we hereby submit our Scrutinizer report on poll as under:

- a. The notice dated September 02, 2018, along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the below-mentioned resolutions passed at the AGM of the Company.
- b. The Company had provided voting by way of the poll to the shareholders present at the AGM.
- c. After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.
- d. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to the poll conducted at the venue of the meeting on the resolutions contained in the notice of the AGM.
- e. My responsibility as scrutinizer the voting conducted through a poll at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my report as under on the result of the voting by poll at the AGM in respect of the said resolutions.

#### **Resolution No. 1: Ordinary Resolution**

**To consider and adopt the Audited Balance Sheet of the Company standalone and consolidated as at 31st March, 2018, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:**

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
20	17,03,840	100%

**(ii) Voted against the resolution.**



Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

**Resolution No. 2: Ordinary Resolution**

To appoint Director in place of Mr. Ajay Kumar Garg (DIN: 00988977), who retires by rotation and being eligible, offers himself for re-appointment.

**(i) Voted in favour of resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
20	17,03,840	100%

**(ii) Voted against the resolution.**

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%

**(iii) Invalid votes.**

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

**Resolution No. 3: Special Resolution**

To ratify the appointment of Mr. Lalu Shrichhathu Mandal (DIN: 07852067), who was appointed as an Additional Director of the Company with effect from 23rd June, 2017 under Section 161 of the Act, and is hereby appointed as an Independent Director of



the company to hold office for a term up to five consecutive years commencing from 23rd June, 2017.

(i) Voted in favour of resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
20	17,03,840	100%

(ii) Voted against the resolution.

Number of Members Voted	Number of valid votes cast by them	% of the total number of valid votes cast
0	0	0%

(iii) Invalid votes.

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	NA

Thanking you,  
Yours Faithfully



Vijay Kumar Mishra  
Partner

VKM & Associates  
Practising Company Secretaries  
FCS: 5023 COP: 4279

Date: 29/09/2018  
Place: Mumbai