

DMK ASSOCIATES

COMPANY SECRETARIES

POSTAL BALLOT SCRUTINIZER REPORT FOR M/S KRBL LIMITED

To,

The Chairman
M/s KRBL Limited
5190, Lahori Gate
Delhi-110006

SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT

Dear Sir,

The Board of the Company at its meeting held on 28th May, 2015 has appointed us as Scrutinizer pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, to conduct the Postal Ballot process for E voting and Physical Ballot Form in a fair and transparent manner in respect of Special Resolution for Merger of Radha Raj Ispat Private Limited with KRBL Limited through a High Court approved Scheme of Amalgamation.

WE SUBMIT OUR REPORT AS UNDER:

1. The Company has completed the dispatch of postal ballot notice(s), forms/ or electronic ballot on 4th June, 2015 along with postage prepaid envelope to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 29th May, 2015.
2. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with clause 35B of Listing Agreement, the company has provided e-Voting facility to all its Members (including companies /FIs/FIIs etc.) to enable them to cast their votes electronically.
3. The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.



4. The e-voting results were blocked by us on July 4, 2015 at 5:30 P.M. in the presence of two witnesses.
5. Particulars of all the postal ballot forms received from the Members in physical forms(s) and electronic ballot report generated from CDSL have been entered in a register separately maintained for the purpose.
6. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes containing the physical ballot were opened in our presence in due course of the scrutiny on 4th July, 2015 at 6:00 P.M. Also we have downloaded the E-voting report from the CDSL website in respect of members who voted through e-voting.
8. All the postal ballot forms and e votes received upto 5:30 pm on 4th July, 2015 i.e. last date and time fixed by the company for receipt of the same, were considered and none of the envelope /postal ballot forms received after due date were considered for the purpose of the this report.
9. The Postal ballot forms and electronic ballots were matched with Register of members of the Company/ list of beneficiaries as on 29th May, 2015.
10. There were 509 envelopes containing postal ballot form along with Postal Ballot notice, which were returned undelivered. These envelopes have not been opened and are kept separately.
11. We did not find any defaced or mutilated ballot paper.
12. The Members exercised their voting either by electronic or physical mode. There was no case wherein a Member opted for both facilities.
13. The total paid up shares capital of the Company as on cut-off date was Rs. 23,53,89,892/- divided into 23,53,89,892 equity shares of Re. 1/- .



14. After our scrutiny, the summary of postal ballot forms and E voting is given below:-

S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting
1.	Total postal ballot / E-votes received	175	71694	69	53225108
2.	Less: invalid votes	29	11168	0	0
3.	Net valid votes	146	60526	69	53225108
4.	With Assent	123	53525	66	53224858
5.	With dissent	12	7001	3	250

15. Based on above the combined result is as under

Resolution No. 1 Merger of Radha Raj Ispat Private Limited with KRBL Limited through High Court approved scheme of Amalgamation

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
*189	53278383	99.99%	22.63%

* It may please be noted that number of votes cast by public shareholders has been considered for the above resolution in terms of SEBI circular No. CIR/CFD/DIL/5/2013 issued on February 4, 2013 and SEBI circular No. CIR/CFD/DIL/8/2013 issued on May 21, 2013.



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
15	7251	0.01%	0.0031%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members voted – Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	29	11168	11168

REMARKS:

Also we found that 17 shareholders voted in electronic mode, those are in promoter and promoter group holding 108626024 equity shares, are a related parties. They all have voted in favour of the resolution, therefore their votes have been considered invalid for this resolution.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 1 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.

16. The Register of Postal Ballot maintained in electronic form containing details of e-voting and physical voting separately.



17. We have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Raman Sapra, Company Secretary of the Company (who has been authorized by the Board to supervise the postal ballot process).
18. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

Yours Sincerely

**For DMK ASSOCIATES
COMPANY SECRETARIES**



**DEEPAK KUKREJA
SCRUTINIZER**

(Practicing Company Secretary)

31/36, Basement, Old Rajinder Nagar

Delhi - 110060

FCS No: 4140

CP No: 8265

Date : 06.07.2015

Place : New Delhi