

# **DMK ASSOCIATES**

## **C O M P A N Y S E C R E T A R I E S**

To,

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

**SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT AND E - VOTING**

Dear Sir,

The Board of M/s KRBL Limited at its meeting held on 30<sup>th</sup> July, 2015 has appointed us as Scrutinizer pursuant to section 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 and E voting in a fair and transparent manner with respect to the resolution propose for approval from members relating to scheme of Amalgamation between Radha Raj Ispat Private Limited with KRBL Limited and their respective shareholders and creditors.

**WE SUBMIT OUR REPORT AS UNDER:**

1. The Company has completed the dispatch of all postal ballot notice(s) and forms by 12<sup>th</sup> August, 2015 along with self address postage prepaid envelope to its Members, whose name appeared on the Register of Members/List of Beneficiaries as on 29<sup>th</sup> 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. The E voting started on September 8, 2015 at 10:00 A.M. and ended on September 11, 2015 at 5:30 P.M.
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 were blocked immediately after the end of E voting period.
5. The ballot boxes containing the physical ballots were opened in our presence in due course of the scrutiny on 14<sup>th</sup> September, 2015 at 11:30 A.M. Also we have downloaded the E-voting report from the CDSL website in respect of members, who voted through e-voting on 12<sup>th</sup> September, 2015.
6. The 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.
7. 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.
8. All the postal ballot forms and e votes received upto 5:30 pm on 11<sup>th</sup> September, 2015 i.e. last date and time fixed by the company for receipt of the same, were considered and Six (6) postal ballot forms received after due date which were not considered for the purpose of this report.
9. The Postal ballot forms were matched with Register of members of the Company/ list of beneficiaries as on 29<sup>th</sup> May, 2015.
10. The Electronic votes matched with Register of members of the Company/ list of beneficiaries as on 5<sup>th</sup> September, 2015.
11. There were 702 envelopes containing postal ballot form along with Postal Ballot notice, which were returned undelivered. These envelopes have not been opened and are kept separately.
12. We did not find any defaced or mutilated ballot paper.
13. The Members has given the facility to exercise their voting either by electronic or physical mode. However, there were 2 case wherein a Member opted for both facilities but as per Notice of the Meeting, voting done through E-voting shall prevail and will be considered in taking note of the voting in favour/against the resolution and Physical Postal Ballot of that member shall be treated as invalid. Therefore the votes casted by physical mode in above said case treated as invalid.
14. 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 Rs. 1/- .



15. 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 received	237	3948951	56	9512554
2.	Less: invalid votes	26	10073	0	0
3.	Net valid votes	211	3938878	56	9512554
4.	With Assent	187	3925930	55	9512294
5.	With dissent	24	12948	1	260

16. Based on above the combined result is as under

**Resolution No. 1 Merger of Radha Raj Ispat Private Limited with KRBL Limited as per scheme of Arrangement**

**(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
242*	13438224	99.90%	5.71%





\* 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:**

<b>No. of Members voted through E-voting and Postal Ballot Forms</b>	<b>Total no. of votes cast(shares) through E-voting and Postal Ballot Forms</b>	<b>% of total number of valid votes cast</b>	<b>% of total no. of shares of the Company</b>
25	13208	0.10%	0.01%

**(III) INVALID VOTES OF THE RESOLUTION:**

<b>No. of Members voted in E-voting</b>	<b>No. of votes Cast (Shares)-E Voting</b>	<b>No. of Members/ Proxies voted – Postal Ballot Forms</b>	<b>No. of votes cast (Shares) – Postal Ballot Forms</b>	<b>Total no. of votes cast through E-voting and Postal Ballot</b>
0	0	26	10073	10073

**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 resolution with regard to Item no. 1 as set out in the Notice of Postal ballot and E voting is passed in favour of the resolution with requisite majority.



17. The Register of Postal Ballot maintained in electronic form containing details of e-voting and physical voting separately.
18. 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).
19. 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 : 15.09.2015  
Place : New Delhi**