



**ANUBHAV JAIN**

*Company Secretary in Practice*

115, Bank Enclave, Delhi-110092

Mob.: +91 9971983497

E-mail Id: [csanubhavjain@gmail.com](mailto:csanubhavjain@gmail.com)

**Form MGT 13**

**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies  
(Management and Administration) Rules, 2014]

To

The Chairman  
Rathi Bars Limited  
A-24/8, Mohan Co-operative Industrial Estate,  
Mathura Road, New Delhi-110044

**Subject:- Consolidated Report of Scrutinizer for 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company Rathi Bars Limited held on 29.09.2017 at 10:00 A.M. at the Registered Office of the Company situated at A-24/8, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044**

Dear Sir,

I, Anubhav Jain, Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors in their meeting held on 02<sup>nd</sup> September, 2017 for the purpose of the poll taken on the below mentioned resolution(s), at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company Rathi Bars Limited held on Friday, the 29<sup>th</sup> day of September, 2017 at 10:00 A.M., submit my report as under:

- 1.1 The remote e-voting period was commenced on Tuesday, September 26<sup>th</sup>, 2017 at 09:00 A.M. and closed on Thursday, September 28<sup>th</sup>, 2017 at 05:00 P.M. (both days inclusive) on the designated website 'www.evoting.nsdl.com' via NSDL e-Voting platform.
- 1.2 The shareholders of the Company as on cut-off date i.e. 22<sup>nd</sup> September, 2017 were entitled to avail the facility of remote e-voting in proportion to their shares of the paid up equity share capital of the Company.
- 1.3 One ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 1.4 On conclusion of the Annual General Meeting, the detail containing list of shareholders who voted "in favour" or "against" on the resolutions as set out in the notice of the 24<sup>th</sup> Annual General Meeting of the Company were downloaded from the e-voting website of National Security Depositories Limited (NSDL) i.e. (<https://www.evoting.nsdl.com>) and the locked ballot box was subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company.



- 1.5 The poll papers and votes casted through e-voting were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer agents of the Company and the authorizations/proxies lodged with the Company.
- 1.6 I found 2 poll papers invalid, as the Client name was contradicting with the Client ID.
- 1.7 The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the notice. My responsibility as a scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of votes cast "in favour "or "against" the resolutions based on the reports generated from the votes cast electronically on e-voting system provided by National Security Depositories Limited, the authorized agency to provide e-voting facility, engaged by the Company.
- 1.8 The poll paper and all other relevant records (unblocked details of e-voting) were sealed and handed over to the Company Secretary of the Company, as authorized by the Board for safe keeping.
- 1.9 Based on the summary of ballot papers on the Poll conducted at the AGM Venue and based on the data downloaded from the official website of the National Securities Depository Limited for the E-Voting process and in accordance with the basis of acceptance and rejection and on proper scrutiny of all the e-votes/ballot paper casted, I report the results as under:

**ITEM NO.1: ADOPTION OF ACCOUNTS**

“RESOLVED THAT the Company’s audited Balance Sheet as at 31<sup>st</sup> March, 2017, the audited Statement of Profit & Loss and the audited Cash Flow Statement for the financial year ended on that date together with Director’s and Auditor’s Report thereon be and are hereby approved and adopted.”

Voted In Favour/against the Ordinary Resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	92,27,773	100	32	572243	99.97
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	2	150	0.03
<b>Total</b>	<b>29</b>	<b>92,27,773</b>	<b>100</b>	<b>34</b>	<b>572393</b>	<b>100</b>

**ITEM NO.2: APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR**

“RESOLVED THAT Sh. Kamlesh Kumar Rathi, who retires from the office of Director by rotation in this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, whose office shall be liable for retirement by rotation.”



**Voted in Favour/against the Ordinary Resolution:**

Type of Voting	E-voting			Ballot/Poll Paper			
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast	
Votes cast in Favour	29	92,27,773	100	32	572243	99.97	
Votes cast Against	0	0	0	0	0	0	
Invalid Votes	0	0	0	2	150	0.03	
<b>Total</b>	<b>29</b>	<b>92,27,773</b>	<b>100</b>	<b>34</b>	<b>572393</b>	<b>100</b>	

**ITEM NO.3: RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS**

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) rules, 2014 framed there under, as amended from time to time, and pursuant to the resolutions passed by the Shareholders in the Annual General Meeting held on 30<sup>th</sup> September 2016, the appointment of M/s Gupta Verma & Sethi, Chartered Accountants, as the Statutory Auditor of the Company to hold office till the conclusion of Annual General Meeting to be held in the year 2021 be and is hereby ratified till the conclusion of 25<sup>th</sup> Annual General Meeting.”

**Voted In Favour/against the Ordinary Resolution:**

Type of Voting	E-voting			Ballot/Poll Paper			
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast	
Votes cast in Favour	29	92,27,773	100	32	572243	99.97	
Votes cast Against	0	0	0	0	0	0	
Invalid Votes	0	0	0	2	150	0.03	
	<b>29</b>	<b>92,27,773</b>	<b>100</b>	<b>34</b>	<b>572393</b>	<b>100</b>	

**ITEM NO. 4: APPROVAL OF RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED**

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Rathi Special Steels Limited (three directors are common in both



the companies) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of upto an amount not exceeding an aggregate of Rs. 50 Crore (Rupees Fifty Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the board in its absolute discretion may deem fit and proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

Voted in Favour/against the Special Resolution:

Type of Voting	E-voting			Ballot/Poll Paper			
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted person or proxy	No. of votes	% of total number of valid votes cast	
Votes cast in Favour	29	92,27,773	100	32	572243	99.97	
Votes cast Against	0	0	0	0	0	0	
Invalid Votes	0	0	0	2	150	0.03	
	29	92,27,773	100	34	572393	100	

**ITEM NO. 5: APPROVAL OF RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED**

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Bhiwadi Iron Private Limited (three directors are common in both the companies) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of upto an amount not exceeding an aggregate of Rs. 100 Crore (Rupees One Hundred Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the board in its absolute discretion may deem fit and proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”





Voted in Favour/against the Special Resolution:

Type of Voting	E-voting			Ballot/Poll Paper			
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted person or proxy	No. of votes	% of total number of valid votes cast	
Votes cast in Favour	29	92,27,773	100	32	572243	99.97	
Votes cast Against	0	0	0	0	0	0	
Invalid Votes	0	0	0	2	150	0.03	
	<b>29</b>	<b>92,27,773</b>	<b>100</b>	<b>34</b>	<b>572393</b>	<b>100</b>	

**ITEM NO.6: REVISION IN THE REMUNERATION OF MR. ANURAG RATHI, WTD AND CFO OF THE COMPANY**

“RESOLVED THAT pursuant to the provision of Section 197 read with Part I and proviso to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), read with Companies (Appointment and Managerial Remuneration) Rules, 2014, Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Anurag Rathi [DIN:00063349], Whole Time Director and CFO of the Company, from Rs. 3,00,000 (Rupees Three Lac) per month to Rs. 7,00,000 (Rupees Seven Lac) per month and other terms and conditions shall remain same.”

Voted in Favour/against the Special resolution:

Type of Voting	E-voting			Ballot/Poll Paper			
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted person or proxy	No. of votes	% of total number of valid votes cast	
Votes cast in Favour	29	92,27,773	100	32	572243	99.97	
Votes cast Against	0	0	0	0	0	0	
Invalid Votes	0	0	0	2	150	0.03	
	<b>29</b>	<b>92,27,773</b>	<b>100</b>	<b>34</b>	<b>572393</b>	<b>100</b>	

**ITEM NO.7: RATIFICATION OF COST AUDITOR'S REMUNERATION**

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs



20,000/- (Rupees Twenty Thousand Only) plus GST as applicable payable to Avnesh Jain & Co., Cost Accountants who is appointed as Cost Auditor of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules thereunder, for the year ending 31st March, 2018."

**Voted in Favour/against the Ordinary resolution:**

Type of Voting	E-voting			Ballot/Poll Paper			
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & in person or proxy	No. of votes	% of total number of valid votes cast	
Votes cast in Favour	29	92,27,773	100	32	572243	99.97	
Votes cast Against	0	0	0	0	0	0	
Invalid Votes	0	0	0	2	150	0.03	
	<b>29</b>	<b>92,27,773</b>	<b>100</b>	<b>34</b>	<b>572393</b>	<b>100</b>	

**Recommendation:** All the 7 items specified in the Notice have been passed with requisite majority.

Place: Delhi  
Date: 29.09.2017



(Anubhav Jain)  
Company Secretary in Practice  
CP No. : 18776  
AC5 No.: 29380