



Raveena Sharma

Company Secretary in Practice

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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
M/s Rathi Bars Limited
A-24/7 Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

Subject:- Consolidated Report of Scrutinizer for 23rd Annual General Meeting of the Equity Shareholders of the Company Rathi Bars Limited held on 30.09.2016 at 10:00 A.M. at A-24/8, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

Dear Sir,

I, Raveena Sharma, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors in their meeting held on August 13th, 2016 for the purpose of the voting taken on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of the Company M/s Rathi Bars Limited held on Friday, the 30th day of September, 2016 at 10:00 A.M., submit my report as under:

- 1.1 The remote e-voting period was commenced on September 27th, 2016 at 09:00 A.M. and closed on September 29th, 2016 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. 23rd September, 2016 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 and 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 23rd Annual General Meeting of the Company were downloaded from the e-voting website of National Security Depositories Limited (<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 1 poll paper 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 31st March, 2016, 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 person or proxy | No. of votes | % of total number of valid votes cast | |
| Votes cast in Favour | 33 | 97,48,657 | 100 | 27 | 507 | 99.80 | |
| Votes cast Against | 0 | 0 | 0 | 0 | 0 | 0 | |
| Invalid Votes | 0 | 0 | 0 | 1 | 1 | 0.2 | |
| Total | 33 | 97,48,657 | 100 | 28 | 508 | 100 | |

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

“RESOLVED THAT Mrs. Parnika 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 person or proxy | No. of votes | % of total number of valid votes cast |
| Votes cast in Favour | 33 | 97,48,657 | 100 | 27 | 507 | 99.80 |
| Votes cast Against | 0 | 0 | 0 | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 | 1 | 1 | 0.2 |
| Total | 33 | 97,48,657 | 100 | 28 | 508 | 100 |

ITEM NO.3: 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, M/s Gupta Verma & Sethi, Chartered Accountants, New Delhi be and are hereby appointed as the Statutory Auditor of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company to be held in the year 2021 (subject to the ratification of their appointment at every AGM) in place of M/s A. K. Vaish & Co., Chartered Accountants, Ghaziabad, (U.P); at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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 person or proxy | No. of votes | % of total number of valid votes cast |
| Votes cast in Favour | 33 | 97,48,657 | 100 | 27 | 507 | 99.80 |
| Votes cast Against | 0 | 0 | 0 | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 | 1 | 1 | 0.2 |
| Total | 33 | 97,48,657 | 100 | 28 | 508 | 100 |

ITEM NO. 4: APPOINTMENT OF MR. VINOD KUMAR AS DIRECTOR

“RESOLVED THAT pursuant to Sub Section (1) of Section 161 of the Companies Act, 2013 and other applicable provisions of the Act, if any and articles of association of the Company, Mr. Vinod Kumar, be and is hereby appointed as director of the Company.”



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 | 33 | 97,48,657 | 100 | 27 | 507 | 99.80 |
| Votes cast Against | 0 | 0 | 0 | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 | 1 | 1 | 0.2 |
| Total | 33 | 97,48,657 | 100 | 28 | 508 | 100 |

ITEM NO. 5: APPOINTMENT OF MS. SONALI V CHITALKAR (DIN: 07602962) AS INDEPENDENT DIRECTOR

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 | 32 | 90,90,832 | 100 | 27 | 507 | 99.80 |
| Votes cast Against | 0 | 0 | 0 | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 | 1 | 1 | 0.2 |
| Total | 32 | 90,90,832 | 100 | 28 | 508 | 100 |

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 Section I 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. 2,00,000 (Rupees Two Lac) per month to Rs. 3,00,000 (Rupees Three 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 in person or proxy | No. of votes | % of total number of valid votes cast |
| Votes cast in Favour | 33 | 97,48,657 | 100 | 27 | 507 | 99.80 |
| Votes cast Against | 0 | 0 | 0 | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 | 1 | 1 | 0.2 |
| Total | 33 | 97,48,657 | 100 | 28 | 508 | 100 |

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 there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs 25,000/- (Rupees Twenty Five Thousand Only) plus service tax payable to M/s 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 there under, for the year ending 31st March, 2017."

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 | 33 | 97,48,657 | 100 | 27 | 507 | 99.80 |
| Votes cast Against | 0 | 0 | 0 | 0 | 0 | 0 |
| Invalid Votes | 0 | 0 | 0 | 1 | 1 | 0.2 |
| Total | 33 | 97,48,657 | 100 | 28 | 508 | 100 |

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



(Raveena Sharma)

Company Secretary in Practice

CP No. : 15997

ACS No.: 41175

Place: Delhi

Date: 30.09.2016