



RATHI BARS LIMITED

Regd. Office : A-24/7, Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044
Ph.: +91-11-43165400, Fax :+91-11- 40597117
Web: www.rathisteels.com, E-mail : rathibars@hotmail.com
CIN No: L74899DL1993PLC054781

To,

Dated: 01.10.2018

The Executive Officer
Listing Compliance,
BSE Limited,
Ground Floor,
P. J. Towers, Fort,
Mumbai-400001.

Sub: Voting Results/Scrutinizer's Report of 25th Annual General Meeting held on 29th September-2018

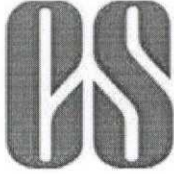
We wish to inform you that at the 25th Annual General Meeting of the members of the Company held on September 29, 2018 at A-24/8, Mohan Co-operative Industrial Estate, New Delhi-110044, the members of the Company have duly approved, through e-voting and voting through Ballot at the venue of the meeting, all the businesses as specified in the Notice convening the AGM. Gouransh Chawla & Company, Company Secretaries in Practice, appointed as the Scrutinizer by the Board of Directors has submitted his report dated 01st October 2018 on e- Voting and Voting Through Ballot at the meeting, to the Company Secretary of the Company. The Details of the Voting results are enclosed in the format Prescribed under Regulation 44(3) of the SEBI (LODR) Regulations, 2015

We request you to kindly bring the aforesaid information to the notice of your members.

For Rathi Bars Limited

Pulkit Gupta
(Company Secretary & Compliance Officer)

Encl: A/A



GOURANSH CHAWLA & COMPANY
COMPANY SECRETARIES

B-805, J M Aroma, Sector-75, Noida, U.P-201304

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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
Rathi Bars Limited
CIN: L74899DL1993PLC054781
A-24/7 Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

Subject:- Consolidated Report of Scrutinizer for 25th Annual General Meeting of the Equity Shareholders of the Company Rathi Bars Limited held on 29.09.2018 at 10:00 A.M. at A-24/8, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

Dear Sir,

I, Gouransh Chawla, Practicing Company Secretary, proprietor of M/s Gouransh Chawla & Company, a Company Secretaries firm having its office at B-805, J M Aroma, Sector-75, Noida, U.P-201304, was appointed as Scrutinizer by the Board of Directors in their meeting held on 03rd September, 2018 for the purpose of the voting to be taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of the Company Rathi Bars Limited held on Saturday, the 29th day of September, 2018 at 10:00 A.M., submit my report as under:

1. The remote e-voting period was commenced on September 26th, 2018 at 09:00 A.M. and closed on September 28th, 2018 at 05:00 P.M. (both days inclusive) on the designated website "www.evoting.nsdl.com via NSDL e-Voting platform.
2. The shareholders of the Company as on cut-off date i.e. 22nd September, 2018 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.
3. The Chairman ordered poll at the AGM as per Rule 20 read with rule 21 of the Companies (Management and Administration) Rules, 2014.



4. One ballot box kept for polling and was locked in my presence with due identification mark placed by me.
5. 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 25th 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.
6. 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.
7. The ballots, which were incomplete and/or which were otherwise found defective or where signature of any shareholder(s) did not match with the records were treated as invalid.
8. 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.
9. 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.
10. 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, 2018, 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	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.95
Total	25	1,02,13,648	100	49	1422	100.00

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

“RESOLVED THAT Mr. Anurag 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	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.05
Total	25	1,02,13,648	100	49	1422	100.00



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 Ravindra Jyoti Agarwal & Co., Chartered Accountants, Najibabad, (U.P) with Firm Registration No. 003569C be and are hereby appointed as the Statutory Auditor of the Company for a period of Five year to hold office from the conclusion of this Annual General Meeting until the conclusion of 30th Annual General Meeting of the Company to be held in the year 2023 to fill the vacancy caused due to resignation of M/s Gupta Verma & Sethi, Chartered Accountants, New Delhi; 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 in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.05
Total	25	1,02,13,648	100	49	1422	100.00

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 at arm's length prices 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 in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.05
Total	25	1,02,13,648	100	49	1422	100.00

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 arm’s length prices upto an amount not exceeding an aggregate of Rs. 120 Crore (Rupees One Hundred Twenty 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 in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.05
Total	25	1,02,13,648	100	49	1422	100.00

ITEM NO.6: REGULARISATION OF ADDITIONAL DIRECTOR, MR. MANOJ KUMAR

“RESOLVED THAT Mr. Manoj Kumar, who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from 25th January 2018, in terms of Section 161 of Companies Act 2013 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete 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 in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.05
Total	25	1,02,13,648	100	49	1422	100.00

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, 2019.”

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	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.05
Total	25	1,02,13,648	100	49	1422	100.00



ITEM NO.8: AUTHORITY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT,2013, TO SELL , LEASE OR OTHERWISE DISPOSE OFF , THE PROPERTIES OF THE COMPANY

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and subject to the approval of shareholders, the consent of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of HDFC Bank Ltd, New Delhi to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 30.00 Crores (Rupees Thirty Five Crores) only at any time.”

“RESOLVED FURTHER THAT Mr. Kamlesh Kumar Rathi, Mr. Anurag Rathi & Mr. Uddhav Rathi Directors of the company be and are hereby authorized singly or jointly to finalize with HDFC Bank Ltd, New Delhi the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for 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 in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	25	1,02,13,648	100	46	1208	84.95
Votes cast Against	0	0	0	0	0	0
Invalid Votes	0	0	0	3	214	15.05
Total	25	1,02,13,648	100	49	1422	100.00



11. All the above mentioned resolutions have been passed with requisite majority.

Thanking You,

FOR GOURANSH CHAWLA & COMPANY
COMPANY SECRETARIES



Gouransh Chawla
Scrutinizer
CP No. 16972

Date:- 29.09.2018
Place:- New Delhi