



MGT-13

Scrutinizers report

[Pursuant to Section 108 and 109 of the Companies Act,2013 read with Rules 20 and 21 of the Companies(Management and Administration)Rules,2014]

To,

The Chairman,  
Narayani Steels Limited  
23A,N S Road,7<sup>th</sup> Floor,Room No.31  
Kolkata,West Bengal-700001

Dear Sir,

Sub:submit my report on Remote E-Voting and Ballot paper of 23<sup>rd</sup> Annual General Meeting of Narayani Steels Limited which was held on 03.00 pm of Tuesday, the 25<sup>th</sup> day of September, 2018, at the Registered Office of the Company situated at 23A,N S Road,7<sup>th</sup> Floor, Room No.31,Kolkata-700001,West Bengal.

I, NavneetAgrawal, proprietor of N Agrawal& Associates,Chartered Accountant in practice,have been appointed as Scrutinizers by the Board of Directors of M/S. Narayani Steels Limited (the Company) having its registered office at 23A,N S Road,7<sup>th</sup> Floor,Room No.31,Kolkata, West Bengal-700001 for the purpose of scrutinizing the remote e-voting and voting through ballot paper at the Annual General Meeting in terms of Section 108 and 109 of the Companies Act,2013(The Act)read with theCompanies(Management Administration)Rules,2014(the Rules)on the resolution contained in the Notice of the 23<sup>rd</sup> Annual General Meeting(AGM) of the members of the Company, held on Tuesday,the 25<sup>th</sup> day of September,2018 at 03.00 PM at the Registered office of the Company.

- 1)The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act,2013 and Rules made there under relating to remote e-voting and poll on the resolutions contained in the Notices of the AGM of the Company.
- 2)My responsibility as Scrutinizers for the E-voting process and for the Pollat the AGM is restricted to make a Scrutinizers Report of the votes cast infavor or against the resolutions,based on the report downloaded from e-voting system provided by CDSL for e-voting and the poling paper receivedon the poll conducted at the AGM.





3) I submit my report as under:

- a) The Company has provided the Members facility to exercise their right to vote at the AGM by electronic means to transact the business detailed in the Notice through remote E-voting services provided by the Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the shareholders of the Company.
- b) The shareholders of the Company holding the shares on the cut-off date i.e. 18.09.2018 were entitled to vote on the resolutions as set out at item nos. 01 to 06 in the notice of the AGM of the Company.
- c) The e-voting period for e-voting commenced on 22.09.2018 at 09.00 am to 24.09.2018 at 05.00 pm and thereafter, the CDSL e-voting platform was blocked.
- d) Thereafter, I unblocked the votes cast under e-voting facilities in the presence of two witnesses, Mr. Raj Singhania and Mr. Mayank Bagaria who are not in the employment of the Company.
- e) After conclusion of the polling at the AGM of the Company held on 25.09.2018, I have opened the locked polling box in the presence of two witness, Mr. Raj Singhania and Mr. Mayank Bagaria, who are not in the employment of the Company. The polling papers were reconciled with the records maintained by the Company and the Registrar and share transfer agent of the Company. No poll papers, which were incomplete and/or which were authorize defective has been found. On the conclusion of the AGM, the full details of votes cast through remote e-voting were made available to me by CDSL.
- f) I have scrutinized and reviewed the voting through electronic means based on the data downloaded from CDSL e-voting system and on poll in based on the polling papers received at the AGM.
- g) I report that the result of the voting through electronic means and on poll in respect of the said resolution is as under.

**Resolution No: 1**

Nature of Resolution: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) consisting of the Statement of Profit & Loss for the period ending 31st March, 2018, Cash Flow Statement for the period ended 31st March, 2018 and the Balance Sheet of the Company as on that date, Schedules and Notes thereon together with the Directors' Report, Independent Auditors' Report and Secretarial Auditors' Report thereon.

(i) Voted in favor of the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast (Shares)	% of the total number of valid vote cast
E-voting	0	0	0.00%
Poll	11	67,42,000	100%
Total:	11	67,42,000	100%





(ii) Voted against the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

Total Valid Votes(i)+(ii)	11	67,42,000	100%
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(iii) Invalid Votes

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

#### Resolution No.2

Nature of Resolution: Ordinary Resolution

According consent M/s A C Bhuteria and Co., Chartered Accountants, Kolkata (FRN: 303105E) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company to be held for the Financial Year 2021-22 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus out of pocket expenses and applicable GST, if any

(i) Voted in favor of the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	0	0	0.00%
Poll	11	67,42,000	100%
Total:	11	67,42,000	100%

(ii) Voted against the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

Total Valid Votes(i)+(ii)	11	67,42,000	100%
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(iii) Invalid Votes

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

**Resolution No.3**

Nature of Resolution: Ordinary Resolution

To appoint a Director in place of Mr. BivorBagaria(DIN:06765822), Director of the Company who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favor of the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	0	0	0.00%
Poll	11	67,42,000	100%
Total:	11	67,42,000	100%

(ii) Voted against the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

Total Valid Votes(i)+(ii)	11	67,42,000	100%
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(iii) Invalid Votes

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL





**Resolution No.4**

Nature of Resolution: Ordinary Resolution

**RATIFICATION AND PAYMENT OF REMUNERATION TO M/S. A.S. RAO & CO., COST AUDITORS OF THE COMPANY.**

(i)Voted in favor of the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	0	0	0.00%
Poll	11	67,42,000	100%
Total:	11	67,42,000	100%

(ii) Voted against the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

Total Valid Votes(i)+(ii)	11	67,42,000	100%
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(iii) Invalid Votes

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

**Resolution No.5**

Nature of Resolution: Ordinary Resolution

**ACCORDING CONSENT FOR REVISION IN THE REMUNERATION OF MR. BIVOR BAGARIA (DIN:06765822),  
WHOLETIME DIRECTOR OF THE COMPANY.**





(i)Voted in favor of the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	0	0	0.00%
Poll	11	67,42,000	100%
Total:	11	67,42,000	100%

(ii) Voted against the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

Total Valid Votes(i)+(ii)	11	67,42,000	100%
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(iii) Invalid Votes

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

#### Resolution No.6

Nature of Resolution: Special Resolution

**GIVING AUTHORISATION TO BOARD OF DIRECTORS TO EXTEND LOAN, GUARANTEE OR SECURITY TO THE COMPANIES IN WHICH DIRECTORS ARE INTERESTED.**

(i)Voted in favor of the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	0	0	0.00%
Poll	7	20,37,500	100%
Total:	7	20,37,500	100%





# N AGRAWAL & ASSOCIATES

Chartered Accountants

(ii) Voted against the resolution:

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

Total Valid Votes(i)+(ii)	7	20,37,500	100%
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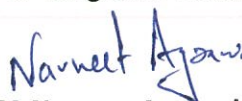
(iii) Invalid Votes

PARTICULARS	NUMBER OF MEMBERS VOTED	Number of Vote Cast(Shares)	% of the total number of valid vote cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total:	NIL	NIL	NIL

Thanking You.

Yours Faithfully,

For N Agrawal & Associates

  
CA Navneet Agrawal

Proprietor

M.N.523654

FRN:015892S

Place: Kolkata

Date: 26.09.2018

