



**ABHISHEK J & CO.  
COMPANY SECRETARIES**

H2-1203, Golf City,  
Sector-75, Noida-201301  
Handheld: +91 95600 54705  
Email: [csabhishek2@gmail.com](mailto:csabhishek2@gmail.com)  
Unique Code: S2016DE398400

**FORM No. MGT -13**

**REPORT OF SCRUTINIZER**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended]

To,

**The Chairman,  
Rajnandini Metal Limited**

Sir,

**Sub:** Scrutinizer's Report on e-voting process and vote by show off hands conducted pursuant to the provisions of Section 108 and 109 of Companies Act, 2013 ("the Act") read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014 for Annual General Meeting of the Company held on August 31, 2020.

The Board of Directors of Rajnandini Metal Limited ('the Company'), vide resolution passed on August 07, 2020, have decided to provide to the members of the Company, a facility to exercise their rights on the resolutions as set out in the notice of Annual General Meeting to be held on August 31, 2020 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules).

I, Abhishek Jain, Proprietor of M/s Abhishek J & Co., Company Secretaries having Membership No. A28201 has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on August 07, 2020 as required section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice convening the Annual General Meeting of the Company to be held on August 31, 2020.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in a fair and transparent manner and make a Scrutinizer's Report of the Votes cast "in favour" or "against" the subject matter resolutions stated in the notice, based on the reports generated from the e-voting system provided by the National Securities Depositories Limited (NDSL), the authorized agency to provide e- voting facilities engaged by the company.

The notice dated August 07, 2020 convening the Annual General Meeting of the company to be held on August 31, 2020 along with the statement setting out the material facts under section 102 of the Act were sent to members of the Company.

The member of the Company holding shares on the cut- off date of August 24, 2020 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.



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In this regard, I submit my report as under:

1. The e-voting period was commenced on Friday, 28<sup>th</sup> August, 2020 at 10: 00 am and closed on Sunday, 30<sup>th</sup> August, 2020 at 05:00 pm.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses who are not in the employment of the Company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of the NDSL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com))
4. I have scrutinized the votes casted through electronic means and show off hands for the purpose of this report.
5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the voting is as per annexure attached herewith.
7. The register, all other papers and relevant records relating to voting shall remain in our custody until the chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Directors for safe custody.

**Resolution No. 1 as Ordinary Resolution**

**Description:** To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2020 and Report of the Board of Directors and the Auditors thereon.

ORDINARY RESOLUTION						
Particulars	Number of Valid Votes					Percentage
	Poll	E-Vote	Show off Hands	Postal Ballot	Total	
<b>Assent</b>	0	49,39,900	6,23,755	NA	55,63,655	100.00
<b>Dissent</b>	0	0	0	NA	0	0
<b>Total</b>	<b>0</b>	<b>49,39,900</b>	<b>6,23,755</b>	<b>NA</b>	<b>55,63,655</b>	<b>100.00</b>

Therefore, the aforesaid resolution has been passed with requisite majority.

**Resolution No. 2 as Ordinary Resolution**

**Description:** To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2020-2021 and fix their remuneration.

ORDINARY RESOLUTION						
Particulars	Number of Valid Votes					Percentage
	Poll	E-Vote	Show off Hands	Postal Ballot	Total	
<b>Assent</b>	0	49,39,900	6,23,755	NA	55,63,655	100.00
<b>Dissent</b>	0	0	0	NA	0	0
<b>Total</b>	<b>0</b>	<b>49,39,900</b>	<b>6,23,755</b>	<b>NA</b>	<b>55,63,655</b>	<b>100.00</b>

Therefore, the aforesaid resolution has been passed with requisite majority.



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**Resolution No. 3 as Ordinary Resolution**

**Description:** To appoint a Director in place of Mr. Het Ram Sharma (DIN: 02925990), who retires by rotation and being eligible offers himself for re-appointment.

ORDINARY RESOLUTION						
Particulars	Number of Valid Votes					Percentage
	Poll	E-Vote	Show off Hands	Postal Ballot	Total	
<b>Assent</b>	0	4,40,100	6,23,755	NA	10,63,855	100.00
<b>Dissent</b>	0	0	0	NA	0	0
<b>Total</b>	<b>0</b>	<b>4,40,100</b>	<b>6,23,755</b>	<b>NA</b>	<b>10,63,855</b>	<b>100.00</b>

Therefore, the aforesaid resolution has been passed with requisite majority.

**Resolution No. 4 as Special Resolution**

**Description:** To Approve contract/arrangement for material Related Party Transactions with various related parties.

SPECIAL RESOLUTION						
Particulars	Number of Valid Votes					Percentage
	Poll	E-Vote	Show off Hands	Postal Ballot	Total	
<b>Assent</b>	0	4,40,100	6,23,755	NA	10,63,855	100.00
<b>Dissent</b>	0	0	0	NA	0	0
<b>Total</b>	<b>0</b>	<b>4,40,100</b>	<b>6,23,755</b>	<b>NA</b>	<b>10,63,855</b>	<b>100.00</b>

Therefore, the aforesaid resolution has been passed with requisite majority.

**Resolution No. 5 as Special Resolution**

**Description:** To consider and approve increase in Authorised Share Capital of the Company.

SPECIAL RESOLUTION						
Particulars	Number of Valid Votes					Percentage
	Poll	E-Vote	Show off Hands	Postal Ballot	Total	
<b>Assent</b>	0	49,39,900	6,23,755	NA	55,63,655	100.00
<b>Dissent</b>	0	0	0	NA	0	0
<b>Total</b>	<b>0</b>	<b>49,39,900</b>	<b>6,23,755</b>	<b>NA</b>	<b>55,63,655</b>	<b>100.00</b>

Therefore, the aforesaid resolution has been passed with requisite majority.



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**Resolution No. 6 as Special Resolution**

**Description:** To Consider and approve the Issue of Bonus Shares.

SPECIAL RESOLUTION						
Particulars	Number of Valid Votes					Percentage
	Poll	E-Vote	Show off Hands	Postal Ballot	Total	
<b>Assent</b>	0	49,39,900	6,23,755	NA	55,63,655	100.00
<b>Dissent</b>	0	0	0	NA	0	0
<b>Total</b>	<b>0</b>	<b>49,39,900</b>	<b>6,23,755</b>	<b>NA</b>	<b>55,63,655</b>	<b>100.00</b>

Therefore, the aforesaid resolution has been passed with requisite majority.

**Resolution No. 7 as Special Resolution**

**Description:** To approve the upward revision in the remuneration of Mrs. Mithlesh Sharma, Director of the Company.

SPECIAL RESOLUTION						
Particulars	Number of Valid Votes					Percentage
	Poll	E-Vote	Show off Hands	Postal Ballot	Total	
<b>Assent</b>	0	4,40,100	6,23,755	NA	10,63,855	100.00
<b>Dissent</b>	0	0	0	NA	0	0
<b>Total</b>	<b>0</b>	<b>4,40,100</b>	<b>6,23,755</b>	<b>NA</b>	<b>10,63,855</b>	<b>100.00</b>

Therefore, the aforesaid resolution has been passed with requisite majority.

**Date:** August 31, 2020

**Place:** Noida

**For ABHISHEK J & CO.  
Company Secretaries**

**Abhishek Jain  
M. No. A28201  
COP No. 16592**

**UDIN: A028201B000637777**