

Report of Scrutinizer

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

To

Chairman

Ram Mineral & Chemicals Limited

209, 2nd Floor, Rishabh Corporate Tower,
Karkardooma Community Centre,
Delhi – 110092

Dear Sir,

Sub: Sub: Scrutinizer's report on E-Voting and poll taken at 6th Annual General Meeting of the Equity Shareholders of Ram Mineral & Chemicals Limited Held on 29th September 2017 at 11.30 A.M. at 106, 1st Floor, Parmesh Tower, Karkardooma Community Centre, Delhi – 110092

We, Ajay Kumar & Associates, Company Secretaries, Membership No. FCS6473, CP No. 7047 has been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed on 28th August 2017 as required under section 108 to 110 of the Companies Act, 2013 read with rule 20 to 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of the scrutinizing the e-voting process and poll taken in a fair and transparent manner and ascertaining the requisite majority for passing of the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Ram Mineral & Chemicals Limited, held on 29th September 2017 at 106, 1st Floor, Parmesh Tower, Karkardooma Community Centre, Delhi – 110092 and submit our report as under:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions mentioned below. Our responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Poll process is conducted in a fair and transparent manner and make the Scrutinizer report of the votes cast 'in favour' or 'against' the resolutions stated below, based on the poll results received by the company and reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Notice dated 28th August 2017 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

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The Members of the Company holding shares on the cut off date i.e. 22nd September 2017 were entitled to vote on the resolutions proposed and as set out in the Notice. In this regard, I submit my report as under :

1. The e-voting period remained opened from Tuesday, 26th September 2017 (10:00 A.M.) to Thursday, 28th September 2017 (17:00 P.M.).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in employment of the company.
3. The Details containing list of shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.com).
4. After the time fixed for closing of the poll by the Chairman, 1 ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
5. The locked ballot boxes were subsequently opened in our presence and poll papers 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.
6. We did not find any poll papers invalid.
7. We have scrutinized the votes casted through electronic means and through poll process for the purpose of report.

8. The result of the e-voting is as under :

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (in number)	Votes in Favour (In%)	Votes Casted Against (in No.)	Votes Casted Against (in %)
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31 st , 2017 together with the Reports of Board of Directors and the Auditors thereon.	Ordinary Resolution	53122388	100.00%	45	0.00%
2.	To ratify the appointment of M/s GAMS & Associates (Formerly Known as Singla and Associates), Chartered	Ordinary Resolution	53122033	100.00%	400	0.00%



	Accountants (Firm Registration No. 005104N) as approved by members at the 6th Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 9th Annual General Meeting to be held in the year 2020, subject to ratification by the members in every Annual General Meeting of the Company in pursuance of Section 139 of the Companies Act, 2013.					
3.	To appoint a Director in place of Mr. Alok Kumar Rai (DIN: 07172447), who retires by rotation as per the requirement of Section 152(6) of the Companies Act, 2016 and being eligible to offer himself for re-appointment.	Ordinary Resolution	53121533	100.00%	900	0.00%
4.	Appointment of Mr. Vinit as an Independent Director	Ordinary Resolution	53121533	100.00%	900	0.00%
5.	Appointment of Mr. Mahesh as a Director	Ordinary Resolution	53121533	100.00%	900	0.00%

None of votes cast was invalid.

9. The result of the Poll is as under :

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (in number)	Votes in Favour (In%)	Votes Casted Against (in No.)	Votes Casted Against (in %)
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31 st , 2017 together with the Reports of Board of Directors and the Auditors thereon.	Ordinary Resolution	23931638	100.00%	NIL	0.00%



2.	To ratify the appointment of M/s GAMS & Associates (Formerly Known as Singla and Associates), Chartered Accountants (Firm Registration No. 005104N) as approved by members at the 6th Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 9th Annual General Meeting to be held in the year 2020, subject to ratification by the members in every Annual General Meeting of the Company in pursuance of Section 139 of the Companies Act, 2013.	Ordinary Resolution	23931638	100.00%	NIL	0.00%
3.	To appoint a Director in place of Mr. Alok Kumar Rai (DIN: 07172447), who retires by rotation as per the requirement of Section 152(6) of the Companies Act, 2016 and being eligible to offer himself for re-appointment.	Ordinary Resolution	23931638	100.00%	NIL	0.00%
4.	Appointment of Mr. Vinit as an Independent Director	Ordinary Resolution	23931638	100.00%	NIL	0.00%
5.	Appointment of Mr. Mahesh as a Director	Ordinary Resolution	23931638	100.00%	NIL	0.00%

None of votes cast was invalid.

10. The Combined Result of e-voting and poll process is given below :

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (in number)	Votes in Favour (In%)	Votes Casted Against (in No.)	Votes Casted Against (in %)
1	To consider and adopt the Audited Financial	Ordinary Resolution	77054026	100.00%	45	0.00%



	Statements of the Company for the financial year ended March 31 st , 2017 together with the Reports of Board of Directors and the Auditors thereon.					
2.	To ratify the appointment of M/s GAMS & Associates (Formerly Known as Singla and Associates), Chartered Accountants (Firm Registration No. 005104N) as approved by members at the 6th Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 9th Annual General Meeting to be held in the year 2020, subject to ratification by the members in every Annual General Meeting of the Company in pursuance of Section 139 of the Companies Act, 2013.	Ordinary Resolution	77053671	100.00%	400	0.00%
3.	To appoint a Director in place of Mr. Alok Kumar Rai (DIN: 07172447), who retires by rotation as per the requirement of Section 152(6) of the Companies Act, 2016 and being eligible to offer himself for re-appointment.	Ordinary Resolution	77053171	100.00%	900	0.00%
4.	Appointment of Mr. Vinit as an Independent Director	Ordinary Resolution	77053171	100.00%	900	0.00%
5.	Appointment of Mr. Mahesh as a Director	Ordinary Resolution	77053171	100.00%	900	0.00%

None of votes cast was invalid.

11. The Register, all other papers and relevant record relating to voting shall remain in our custody until the Chairman considers, approves and signs the result of the e-voting and poll.



12. Result : All the Resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the results of voting.

Dated : 29/09/2017
Place : Delhi



For Ajay Kumar & Associates
Company Secretaries

Ajay Bansal
Prop.
M. No. FCS6473
C.P. No. 7047