KRBL Limited

September 16, 2015

The Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code : 530813

The Manager,
Department of Corporate Services,
National Stock Exchange of India Limited,
Exchange Plaza, Plot no. – C-1, Block G,
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol : KRBL

Dear Sir,

Subject: Outcome of votes cast by the Equity Shareholders of KRBL Limited in accordance with Clause 35A of the Listing Agreement

Ref: Scheme of Amalgamation between Radha Raj Ispat Private Limited with KRBL Limited and their respective shareholders and creditors

With reference to the above we would like to inform the following:

1) In compliance with the Order dated July 13, 2015, pronounced on August 3, 2015 by the Hon'ble High Court of Delhi in Company Application (M) No. 127/2015 in the matter of an Application made under Sections 391 to 394 read with sections 100 to 103 of Companies Act, 1956, meeting of Equity Shareholders was held on Saturday, September 12, 2015 at 11:00 A.M. at FICCI K.K. Birla Auditorium 1, Tansen Marg, New Delhi – 110001 for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation between Radha Raj Ispat Private Limited ('Radha Raj' or 'Amalgamating Company') and KRBL Limited ('KRBL' or 'Amalgamated Company') and

For KRBL LIMITED

Company Secretary

their respective shareholders and creditors (hereinafter referred to as the "Scheme" or "Scheme of Amalgamation").

2) As per the provisions of the Listing Agreement executed by the company with BSE Limited and National Stock Exchange of India Limited, Postal Ballot and E-voting facility was provided to the shareholders, to consider and if thought fit, approve the Resolution with or without modification(s), set out below in **Appendix A**.

The resolution for the approval of the Scheme was passed with the requisite majority.

The said Scheme shall be further subject to the further approval of the Hon'ble High Court of Delhi and other regulatory authorities as may be required under applicable laws.

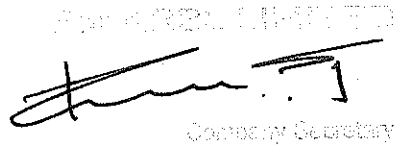
We hereby enclose the details of the results of voting by the Equity Shareholders pursuant to Clause 35A of the Listing Agreement executed by the Company with BSE Limited and National Stock Exchange of India Limited **(Appendix B)**.

A copy of Scrutinizer Report is attached in **Appendix C.**

Thanking you.

Yours sincerely,

For KRBL Limited



Raman Sapra

Company Secretary

Appendix A

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED THROUGH POSTAL BALLOT OR E – VOTING BY THE EQUITY SHAREHOLDERS OF KRBL LIMITED

"RESOLVED that pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the corresponding applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof) for the time being in force, and subject to the relevant provisions of the Memorandum & Articles of Association of the Company and subject to the requisite approvals and permissions of the Hon'ble High Court of Delhi or such competent authority, as the case may be, and in accordance with the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary/required and subject to such conditions as may be prescribed, directed or made by any of them while granting such approvals, consents and permissions, merger of Radha Raj Ispat Private Limited ('Radha Raj') with KRBL Limited ('KRBL') through a Court approved Scheme of Amalgamation ("Scheme"), be and is hereby approved.

RESOLVED further that the Board and/or the Restructuring Committee constituted by the Board be and is hereby authorised to do and perform all such acts, deeds, steps, as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme, to make or accept such alterations or changes or modifications in the Scheme as may be expedient or necessary for satisfying the requirement or condition(s) imposed by the High Court and / or other regulatory authority/(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme"

For KRBL Limited

Company Secretary
Raman Sapra
M.No. A29044
Add: 267,Street No.18,
Pratap Nagar, Delhi-110007

KRBL LIMITED

In accordance with Clause 35A of the Listing Agreement, the details of the voting results of the Meeting of the Equity Shareholders of the company held on 12th September, 2015 are furnished below:

Date of the Meeting	Result of E- Voting declared on 16th September, 2015, Result of Postal ballot declared on 16th September, 2015 and date of Court Convening Meeting 12th September 2015
Total number of equity shareholders as on 4th September, 2015	19,172
No. of Shareholders present in the meeting either in person or through proxy :	358
a. Promoter and Promoter Group	18
b. Public	340
No. of Shareholders attending the meeting through video conferencing	NIL
a. Promoter and Promoter Group	NIL
b. Public	NIL

Sr. No	Details of the Agenda	Resolution Required	Mode of Voting
1	Approval to the Scheme of Amalgamation between Radha Raj Ispat Private Limited and KRBL Limited and their respective shareholders and creditors.	Special	Poll, Postal Ballot & E-Voting

Promoter /Public	Number of Shares (1)	Number of Votes (2)	% of Votes polled on Outstanding shares 3 = [(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled 6 = [(4)/(2)]*100	% of Votes Against on Votes polled 7 = [(5)/(2)]*100
Resolution No: 1							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	138,439,916	-		-	-	-	-
Public	96,949,976	9,512,554	9.81%	9,512,294	260	99.997%	0.003%
Total (A)	**235,389,892**	**9,512,554**		**9,512,294**	**260**		
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	138,439,916	-		-	-	-	-
Public	96,949,976	3,938,878	4.06%	3,925,930	12,948	99.671%	0.33%
Total (B)	**235,389,892**	**3,938,878**		**3,925,930**	**12,948**		
Mode of Voting: (Poll)							
Promoter and Promoter Group	138,439,916	132,689,916	95.85%	132,689,916	-	100%	-
Public	96,949,976	68,121,930	70.27%	68,119,357	2,573	99.996%	0.004%
Total (C)	**235,389,892**	**200,811,846**		**200,809,273**	**2,573**		

Company Secretary

Appendix B

Appendix C

DMK ASSOCIATES
COMPANY SECRETARIES

To,

The Chairman
M/s KRBL Limited
5190, Lahori Gate,
Delhi-110006

SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT AND E - VOTING

Dear Sir,

The Board of M/s KRBL Limited at its meeting held on 30th July, 2015 has appointed us as Scrutinizer pursuant to section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, to conduct the Postal Ballot process and E voting in a fair and transparent manner with respect to the resolution propose for approval from members relating to scheme of Amalgamation between Radha Raj Ispat Private Limited with KRBL Limited and their respective shareholders and creditors.

WE SUBMIT OUR REPORT AS UNDER:

1. The Company has completed the dispatch of all postal ballot notice(s) and forms by 12th August, 2015 along with self address postage prepaid envelope to its Members, whose name appeared on the Register of Members/List of Beneficiaries as on 29th May, 2015.

2. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with clause 35B of Listing Agreement , the company has provided e-Voting facility to all its Members (including companies /FIs/FIIs etc.) to enable them to cast their votes electronically. The E voting started on September 8, 2015 at 10:00 A.M. and ended on September 11, 2015 at 5:30 P.M.

3. The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.

DMK ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

31/36, Basement, Old Rajinder Nagar, New Delhi - 110060 Telephone : 91-011-42432721
Mob. : 9871315000, 9810480983 E-mail : deepak.kukreja@dmkassosiates.in Website : www.dmkassosiates.in

4. The e-voting were blocked immediately after the end of E voting period.

5. The ballot boxes containing the physical ballots were opened in our presence in due course of the scrutiny on 14th September, 2015 at 11:30 A.M. Also we have downloaded the E-voting report from the CDSL website in respect of members, who voted through e-voting on 12th September, 2015.

6. The Particulars of all the postal ballot forms received from the Members in physical forms(s) and electronic ballot report generated from CDSL have been entered in a register separately maintained for the purpose.

7. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

8. All the postal ballot forms and e votes received upto 5:30 pm on 11th September, 2015 i.e. last date and time fixed by the company for receipt of the same, were considered and Six (6) postal ballot forms received after due date which were not considered for the purpose of this report.

9. The Postal ballot forms were matched with Register of members of the Company/ list of beneficiaries as on 29th May, 2015.

10. The Electronic votes matched with Register of members of the Company/ list of beneficiaries as on 5th September, 2015.

11. There were 702 envelopes containing postal ballot form along with Postal Ballot notice, which were returned undelivered. These envelopes have not been opened and are kept separately.

12. We did not find any defaced or mutilated ballot paper.

13. The Members has given the facility to exercise their voting either by electronic or physical mode. However, there were 2 case wherein a Member opted for both facilities but as per Notice of the Meeting, voting done through E-voting shall prevail and will be considered in taking note of the voting in favour/against the resolution and Physical Postal Ballot of that member shall be treated as invalid. Therefore the votes casted by physical mode in above said case treated as invalid.

14. The total paid up shares capital of the Company as on cut-off date was Rs. 23,53,89,892/- divided into 23,53,89,892 equity shares of Rs. 1/- .



15. After our scrutiny, the summary of postal ballot forms and E voting is given below:-

S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)-Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting
1.	Total postal ballot received	237	3948951	56	9512554
2.	Less: invalid votes	26	10073	0	0
3.	Net valid votes	211	3938878	56	9512554
4.	With Assent	187	3925930	55	9512294
5.	With dissent	24	12948	1	260

16. **Based on above the combined result is as under**

Resolution No. 1 Merger of Radha Raj Ispat Private Limited with KRBL Limited as per scheme of Arrangement

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
242*	13438224	99.90%	5.71%

DMK ASSOCIATES * COMPANY SECRETARIES * NEW DELHI

* It may please be noted that number of votes cast by public shareholders has been considered for the above resolution in terms of SEBI circular No. CIR/CFD/DIL/5/2013 issued on February 4, 2013 and SEBI circular No. CIR/CFD/DIL/8/2013 issued on May 21, 2013.

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
25	13208	0.10%	0.01%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	26	10073	10073

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the resolution with regard to Item no. 1 as set out in the Notice of Postal ballot and E voting is passed in favour of the resolution with requisite majority.



17. The Register of Postal Ballot maintained in electronic form containing details of e-voting and physical voting separately.

18. We have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Raman Sapra, Company Secretary of the Company (who has been authorized by the Board to supervise the postal ballot process).

19. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

Yours Sincerely
For DMK ASSOCIATES
COMPANY SECRETARIES



DEEPAK KUKREJA
SCRUTINIZER
(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265

Date : 15.09.2015
Place : New Delhi