

E:KRBL/BIBHU/STKEX/NSE15/17
September 16, 2015



National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block-G
Bandra-Kurla Complex
Bandar (E)
Mumbai-400051

Symbol: KRBL

Series: Eq.

Dear Sir/Madam,

Sub: Report of Scrutinizer and Result of Chairman on Postal Ballot Process

Dear Sir,

Please find enclosed herewith Report on the Postal Ballot Process submitted by the Scrutinizer Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries and result declared by the Chairman on September 16, 2015.

This is an information and record for you please.

Yours faithfully,
For KRBL Limited

Raman Sapra
Company Secretary
M. No. 29044
267, Street No. 18
Pratap Nagar, Andha Mughal
Delhi-110007

Encl.: As Above.



RESULT OF POSTAL BALLOT VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND THROUGH POSTAL BALLOT DECLARED ON SEPTEMBER 16, 2015.

Resolution 1: Special Resolution

Merger of Radha Raj Ispat Private Limited with KRBL Limited through a High Court approved Scheme of Amalgamation

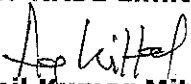
S. No.	Particulars	No. of members voted in Physical postal ballot forms	No. of votes Cast (Shares)-Physical Ballot forms	No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	Total no. of votes cast (shares) through E-voting and physical postal ballot forms	% of total number of valid votes cast	% of Total Paid up Equity Shares
1.	Total postal ballot and E-Votes received	237	3948951	56	9512554	13461505	100	5.72
2.	Less: invalid votes	26	10073	0	0	10073	0.07	0.004
3.	Net valid votes	211	3938878	56	9512554	13451432	99.93	5.71
4.	With Assent	187	3925930	55	9512294	13438224	99.90	5.71
5.	With dissent	24	12948	1	260	13208	0.10	0.006

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 Special Resolution with regard to Item no. 1 as set out in the Postal ballot Notice is passed in favour of the resolution with requisite majority.

Thanking you

**Yours Sincerely
For KRBL Limited**


Anil Kumar Mittal
Chairman & Managing Director
DIN: 00030100
Add:- J-207, Saket,
New Delhi, 110017,

Date : September 16, 2015
Place : New Delhi

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.



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%



* 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**