

Consolidated Scrutinizer Report for e-voting and Poll

To,
The Chairman,
Rama Steel Tubes Limited,
No. 7, 1st Floor, Surya Niketan,
Vikas Marg, New Delhi-110092.

Subject: Consolidated Scrutinizer Report on remote E-voting/ physical Ballot forms pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended by the Companies (Management and Administration) Rules, 2015 and voting at the Annual General Meeting of Rama Steel Tubes Limited held on Tuesday, 29th September, 2015 at 11:30 A.M.

1. I, Vipin Aggarwal, Chartered Accountant, Membership No. 082498, has been appointed as Scrutinizer by the Board of Directors of Rama Steel Tubes Limited (the Company), pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules 2014 (the "Rules") as amended to conduct the remote e voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the resolutions forming part of the Notice of the 41st Annual General Meeting of the members of the Company (AGM) held on Tuesday, 29th September, 2015 at No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110092.
2. The management of the Company is responsible to ensure the Compliance requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility as scrutinizer for the e voting process and for poll at the AGM is restricted to make Scrutinizer's report of votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.
3. I have issued separate Scrutinizer's report dated 30.09.2015 on the e-voting facility and on the poll on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of poll as under:



Item No. of Notice / Resolution No.	Particulars of Business	Shareholders who have cast their votes		Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
		No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of votes cast by them	%	No. of Shareholders	No. of votes cast by them	%	No.	%
ORDINARY BUSINESS											
1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 together with the report of Board of Directors and Auditors thereon. As an Ordinary Resolution – Item No. 1 passed with requisite majority.	E-voting	39	1170352	35	1168852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	46	1172667	99.87	4	1500	0.13	0	0
2. To appoint a Director in place of Mr. Richi Bansal, who retires by rotation and being eligible, offers himself for re-appointment. As an Ordinary Resolution – Item No. 2 passed with requisite majority.	E-voting	39	1170352	36	1169152	99.90	3	1200	0.10	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	47	1172967	99.90	3	1200	0.10	0	0
3. Appointment of Statutory Auditors – M/s VAPS & Co., Chartered Accountants. As an Ordinary Resolution – Item No. 3 passed with requisite majority.	E-voting	39	1170352	34	1168552	99.85	5	1800	0.15	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	45	1172367	99.85	5	1800	0.15	0	0
SPECIAL BUSINESS											
4. Re-appointment of Mr. Naresh Kumar Bansal as Managing Director. As a Special	E-voting	39	1170352	35	1168852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	46	1172667	99.87	4	1500	0.13	0	0



Resolution – Item No. 4 passed with requisite majority.											
5. Appointment of Mr. Bharat Bhushan Sahny as an Independent Director. As an Ordinary Resolution – Item No. 5 passed with requisite majority.	E-voting	39	1170352	35	1168852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	46	1172667	99.87	4	1500	0.13	0	0
6. Appointment of Mr. Rajendra Prasad Khanna as an Independent Director. As an Ordinary Resolution – Item No. 6 passed with requisite majority.	E-voting	38	1169352	34	1167852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	49	1173167	45	1171667	99.87	4	1500	0.13	0	0
7. Appointment of Ms. Hannya Dhir as an Independent Director. As an Ordinary Resolution – Item No. 7 passed with requisite majority.	E-voting	39	1170352	35	1168852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	46	1172667	99.87	4	1500	0.13	0	0
8. Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016. As an Ordinary Resolution – Item No. 8 passed with requisite majority.	E-voting	39	1170352	35	1168852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	46	1172667	99.87	4	1500	0.13	0	0
9. To Borrow money in excess of the aggregate of the paid up share capital and free reserve of the company. As a Special Resolution – Item No. 9 passed with requisite majority.	E-voting	39	1170352	35	1168852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	46	1172667	99.87	4	1500	0.13	0	0



10. To increase in terms of remuneration of Mr. Richi Bansal, Executive Director of the Company. As a Special Resolution – Item No. 10 passed with requisite majority.	E-voting	39	1170352	35	1168852	99.87	4	1500	0.13	0	0
	Poll	11	3815	11	3815	100	0	0	0	0	0
	Total	50	1174167	46	1172667	99.87	4	1500	0.13	0	0

All the resolutions stand passed under e-voting and poll with the requisite majority.

Yours faithfully

For VAPS & Co.
Firm Regn. No.: 003612N
Chartered Accountants



Vipin Aggarwal
Partner
Membership No.: 082498



Place: New Delhi
Date: 30th September 2015

Form No. MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman
Rama Steel Tubes Limited

41st Annual General Meeting of the Equity Shareholders of Rama Steel Tubes Limited held on Tuesday, 29th September, 2015 at 11:30 A.M at No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110 092.

Dear Sir,

I, Vipin Aggarwal, appointed as Scrutinizer for the purpose of the poll taken on the resolutions forming part of the Notice of the 41st Annual General Meeting of Equity Shareholders of Rama Steel Tubes Limited held on Tuesday, 29th September, 2015 at 11:30 A.M. at No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110 092, submit our report as under:

1. After the time fixed for closing of the poll by the chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



Item No. of Notice / Resolution No.	Shareholders who have cast their votes through Poll		For			Against		
	No. of share-holders	No. of Equity Shares	No. of share holders	No. of votes cast by them	%	No. of share-holders	No. of votes cast by them	%
ORDINARY BUSINESS								
1.To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 together with the report of Board of Directors and Auditors thereon. As an Ordinary Resolution – Item No. 1 passed with requisite majority.	11	3815	11	3815	100	0	0	0
2. To appoint a Director in place of Mr. Richi Bansal, who retires by rotation and being eligible, offers himself for re-appointment. As an Ordinary Resolution – Item No. 2 passed with requisite majority.	11	3815	11	3815	100	0	0	0
3. Appointment of Statutory Auditors – M/s VAPS & Co., Chartered Accountants. As an Ordinary Resolution – Item No. 3 passed with requisite majority.	11	3815	11	3815	100	0	0	0
SPECIAL BUSINESS								
4. Re-appointment of Mr. Naresh Kumar Bansal as Managing Director. As a Special Resolution – Item No. 4 passed with requisite majority.	11	3815	11	3815	100	0	0	0



5. Appointment of Mr. Bharat Bhushan Sahny as an Independent Director. As an Ordinary Resolution – Item No. 5 passed with requisite majority.	11	3815	11	3815	100	0	0	0
6. Appointment of Mr. Rajendra Prasad Khanna as an Independent Director. As an Ordinary Resolution – Item No. 6 passed with requisite majority.	11	3815	11	3815	100	0	0	0
7. Appointment of Ms. Hannya Dhir as an Independent Director. As an Ordinary Resolution – Item No. 7 passed with requisite majority.	11	3815	11	3815	100	0	0	0
8. Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016. As an Ordinary Resolution – Item No. 8 passed with requisite majority.	11	3815	11	3815	100	0	0	0
9. To Borrow money in excess of the aggregate of the paid up share capital and free reserve of the company. As a Special Resolution – Item No. 9 passed with requisite majority.	11	3815	11	3815	100	0	0	0
10. To increase in terms of remuneration of Mr. Richi Bansal, Executive Director of the Company. As a Special Resolution – Item No. 10 passed with requisite majority.	11	3815	11	3815	100	0	0	0



5. The Poll paper and all other relevant records were sealed and handed over to the Company/Director authorized by the Board for safe keeping.

Yours faithfully

For VAPS & Co.
Firm Regn. No.: 003612N
Chartered Accountants



Vipin Aggarwal
Partner
Membership No.: 082498



Place: New Delhi
Date: 30.09.2015

Scrutinizer's Report on E-voting carried out for Rama Steel Tubes Limited

To
The Chairman
Rama Steel Tubes Limited

41st Annual General Meeting of the Equity Shareholders of Rama Steel Tubes Limited held on Tuesday, 29th September 2015, at 11:30 a.m. at No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110092.

Sub: Scrutinizers Report on E-voting in respect of matters set out in the Notice of 41st Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

1. I, Vipin Aggarwal, Chartered Accountant, appointed as Scrutinizer to scrutinize the e-voting in connection with the following matter set out in the Notice dated 4th September 2015 in respect of the 41st Annual General Meeting of the Equity Shareholders of M/s Rama Steel Tubes Limited.

RESOLUTION NO.	RESOLUTION(S)
	ORDINARY BUSINESS
1	To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 together with the report of Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Richi Bansal, who retires by rotation and being eligible, offers himself for re-appointment
3	Appointment of Statutory Auditors – M/s VAPS & Co., Chartered Accountants
	SPECIAL BUSINESS
4	Re-appointment of Mr. Naresh Kumar Bansal as Managing Director
5	Appointment of Mr. Bharat Bhushan Sahny as an Independent Director
6	Appointment of Mr. Rajendra Prasad Khanna as an Independent Director
7	Appointment of Ms. Hannya Dhir as an Independent Director.
8	Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016
9	To Borrow money in excess of the aggregate of the paid up share capital and free reserve of the company
10	To increase in terms of remuneration of Mr. Richi Bansal, Executive Director of the Company



2. I submit my report as under:

2.1 As per the information provided to me, the Company has completed the dispatch of notice of 41st Annual General Meeting to the members whose name appear on the register of members/list of beneficiaries as on August 28, 2015.

2.2 The cut-off (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolution through e-voting was Tuesday, 22nd September 2015. The e-voting period commenced on 26th September 2015 at 9:00 a.m. and ended on 28th September 2015 at 5:00 p.m.

2.3 As prescribed in clause (v) of sub-rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Financial Express newspaper dated 6th September 2015 and in Hindi in Jansatta newspaper dated 6th September 2015. The notice published in newspaper carried the required information as specified in Rule 20.

2.4 At the end of the voting period on 28th September 2015, the voting portal of the service provider was blocked forthwith. As required under Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 the votes were unblocked by the undersigned on 29th September 2015, in the presence of Mr. Dinesh Kumar and Ms. Deepa Das who acted as witness and both of whom are not employees of the Company.

2.5 As a scrutinizer the report of the e-voting carried out by the shareholders are duly complied, the details are as under:

2.6 There are in all 39 shareholders holding 11,70,352 equity shares of the Company, who have participated in the e-voting process of the Company.

The result of the e-voting is as under:



Item No. of Notice / Resolution No.	Shareholders who have cast their votes through e-voting		For			Against		
	No. of share-holders	No. of Equity Shares	No. of share holders	No. of votes cast by them	%	No. of share-holders	No. of votes cast by them	%
ORDINARY BUSINESS								
1.To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 together with the report of Board of Directors and Auditors thereon. As an Ordinary Resolution - Item No. 1 passed with requisite majority.	39	1170352	35	1168852	99.87	4	1500	0.13
2. To appoint a Director in place of Mr. Richi Bansal, who retires by rotation and being eligible, offers himself for re-appointment. As an Ordinary Resolution - Item No. 2 passed with requisite majority.	39	1170352	36	1169152	99.90	3	1200	0.10
3. Appointment of Statutory Auditors – M/s VAPS & Co., Chartered Accountants. As an Ordinary Resolution - Item No. 3 passed with requisite majority.	39	1170352	34	1168552	99.85	5	1800	0.15
SPECIAL BUSINESS								
4. Re-appointment of Mr. Naresh Kumar Bansal as Managing Director. As a Special	39	1170352	35	1168852	99.87	4	1500	0.13



Resolution – Item No. 4 passed with requisite majority.								
5. Appointment of Mr. Bharat Bhushan Sahny as an Independent Director. As an Ordinary Resolution – Item No. 5 passed with requisite majority.	39	1170352	35	1168852	99.87	4	1500	0.13
6. Appointment of Mr. Rajendra Prasad Khanna as an Independent Director. As an Ordinary Resolution – Item No. 6 passed with requisite majority.	38	1169352	34	1167852	99.87	4	1500	0.13
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10. To increase in terms of remuneration of Mr. Richi Bansal, Executive Director of the Company. As a Special	39	1170352	35	1168852	99.87	4	1500	0.13



Resolution – Item No. 10 passed with requisite majority.								
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Yours faithfully

For VAPS & Co.

Firm Regn. No.: 003612N

Chartered Accountants



Vipin Aggarwal

Partner

Membership No.: 082498



Place: New Delhi

Date: 30th September 2015

S.No.	Name of the Witness & Address	Signature
1	DINESH KUMAR K-353, Shakarpur J.J. Colony, Delhi -110034	
2	DEEPA DAS F-295 Complex, HIG Flat, Lado Sarai, New Delhi-110030	

**Statement of Witness as required to be present under Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014**

WITNESS

I Dinesh Kumar S/o Late Sh. Kanchi Singh R/o K-353, Shakarpur J.J. Colony, Delhi -110034 hereby state that, I witnessed the unblocking of the votes on the website www.evoting.nsdl.com when Mr. Vipin Aggarwal, Scrutinizer appointed by M/s Rama Steel Tubes Limited, unblocking the same. I further state that I am not the employee of M/s Rama Steel Tubes Limited.



Signature

Place: New Delhi

Date: 30th September 2015



**Statement of Witness as required to be present under Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014**

WITNESS

I Deepa Das D/o Sh. N.B. Das R/o F-295 Complex, HIG Flat, Lado Sarai, New Delhi-110030 hereby state that, I witnessed the unblocking of the votes on the website www.evoting.nsdl.com When Mr. Vipin Aggarwal, Scrutinizer appointed by M/s Rama Steel Tubes Limited, unblocking the same. I further state that I am not the employee of M/s Rama Steel Tubes Limited.



Signature

Place: New Delhi

Date: 30th September 2015

