



**ABHISHEK J & CO.
COMPANY SECRETARIES**

H2-1203, Golf City,
Sector-75, Noida-201301
Handheld: +91 95600 54705
Email: 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 Postal Ballot (e-voting) 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.

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 vide resolution passed on November 20, 2020 for conducting the Postal ballot by way of remote e-voting process, carried out as per Section 110 & Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated 13th April, 2020 ("MCA Circular"), Securities Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation 2018 and Securities Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations 2015 for the purpose of passing below mentioned resolutions:

1. To approve the migration of equity shares of the company from SME platform (emerge) of National Stock Exchange of India Limited (NSE) to main board of NSE
2. To appoint Mr. Sanjeev Chhaudha (DIN: 08932721) as Independent Director

In view of the situation arising due to COVID-19 pandemic and lockdown, MCA has issued Circulars giving certain relaxations in the provisions of the Act and the Rules for facilitating passing of Ordinary and Special Resolutions by the Companies, realizing the challenges faced by the Company in providing Physical Postal Ballot voting facility to the existing shareholders. The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. E-voting facility was available at the link <https://www.evoting.nsdl.com/> from Wednesday, 25th November, 2020, 10.00 a.m. (IST) onwards to Thursday, 24th December, 2020, 5.00 p.m. (IST).

On account of threat posed by this pandemic and in terms of the MCA circulars, the Company has sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the Depositories and the RTA. Hard copy of Postal ballot Notice along with Postal Ballot Forms & pre-paid business envelopes were not sent to the members as per the exemptions provided in the MCA circulars as mentioned above. Accordingly, the assent or dissent of the Members had to take place through the E-Voting system only.



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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 member of the Company holding shares on the cut- off date of November 20, 2020 were entitled to vote on the resolutions proposed as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The e-voting period was commenced on Wednesday, 25th November, 2020, 10.00 a.m. (IST) and closed on Thursday, 24th December, 2020, 5.00 p.m. (IST).
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)
4. I have scrutinized the votes casted through electronic means only 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 General Meeting and the same are handed over to the Directors for safe custody.

Resolution No. 1 as Special Resolution*

Description: To approve the migration of equity shares of the company from SME platform (emerge) of National Stock Exchange of India Limited (NSE) to main board of NSE

Postal Ballot Voting via E-voting facility	Number of Members Voted	Total Number of valid votes casted	Total Number of votes casted in favor of resolution	% of votes casted in favor of resolution	Total Number of votes casted against the resolution	% of votes casted against the resolution
Promoter and Promoter Group	1	200	200	100.00	0	0.00
Public Shareholders	38	3240400	3240400	100.00	0	0.00
Total	39	3240600	3240600	100.00	0	0.00

*The aforesaid resolution has been passed with requisite majority as Special resolution whereby the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. The aforesaid resolution is passed in accordance with the SEBI (ICDR) Regulations 2018 and any amendment thereof.



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Resolution No. 2 as Special Resolution

Description: To appoint Mr. Sanjeev Chhaudha (DIN: 08932721) as Independent Director

Postal Ballot Voting via E-voting facility	Number of Members Voted	Total Number of valid votes casted	Total Number of votes casted in favor of resolution	% of votes casted in favor of resolution	Total Number of votes casted against the resolution	% of votes casted against the resolution
Promoter and Promoter Group	4	8999400	8999400	100.00	0	0.00
Public Shareholders	38	3240400	3240400	100.00	0	0.00
Total	42	12239800	12239800	100.00	0	0.00

Date: December 25, 2020

Place: Noida

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

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

UDIN: A028201B001650261