

**Report of Scrutinizer on E-Voting and Postal Ballot Process**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

The Chairman of  
Rajvir Industries Limited  
1st Floor, Surya Towers, 105, S.P. Road  
Secunderabad- Telangana 500003

Dear Sir

**Sub: Scrutinizer's Report on E- Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014**

The Board of Directors of M/S Rajvir Industries Limited ('the Company') have vide resolution passed on **June 15 2017**, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolution for:

**1) SALE OF FIXED ASSETS OF THE COMPANY TO ANY PERSON / BODY CORPORATE / RELATED PARTY**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company to dispose of the whole, or substantially the whole of the Land, Buildings, and Plant and Machinery of the Tandur Unit of the company and / or surplus open land available with the company for such consideration but not below Rs.50 Crores./- on such terms and conditions as the Chairman or the Managing Director of the company in their discretion consider beneficial to the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution."

For MARTHI & CO.  
COMPANY SECRETARIES



**S.S. MARTHI**  
COMPANY SECRETARY  
F.C.S-1989 CP-1937

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## **COMPANY SECRETARIES**

pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

I, Soma Sekhar Marthi, Company Secretary in Practice having Membership No. FCS 1989 and CP No.1937, Hyderabad, has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 21<sup>st</sup> August 2017 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.

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 Postal Ballot on the resolution mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast "in favour" or "against" the resolution stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 21<sup>st</sup> 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.

The members of the Company holding shares on the cut-off date i.e. 18<sup>th</sup> August 2017 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The e-voting period remained open from 30<sup>th</sup> August, 2017 (9.00 AM) to 28<sup>th</sup> September, 2017 (5.00 PM).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.

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3. The details containing the list of the shareholders who voted for or against the resolution that were put to vote were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com))
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purposes of this report.
5. The company dispatched the postal ballot forms alongwith postage prepaid business reply envelope to all its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 18<sup>th</sup> August 2017 and who see mail ids were not registered for e-voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on Friday the 28<sup>th</sup> September, 2017 at 6.00 PM in my presence.
8. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 18<sup>th</sup> August 2017 being the cut-off date for dispatch of postal ballot notice.
9. All postal ballot forms received upto the close of working hours i.e. 5.00 P.M. on Thursday, 28<sup>th</sup> September 2017, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
10. Envelopes containing postal ballot forms received after 28<sup>th</sup> September 2017 were not considered for my scrutiny. Till the date of my report, I have not received any envelope after the close of working hours on Thursday, 28<sup>th</sup> September 2017.

For MARTHI & CO.  
COMPANY SECRETARIES

  
S.S. MARTHI  
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11. I did not find any defaced or mutilated ballot paper. There were few photocopied postal ballot forms and also with signature and name mismatch which were considered as invalid.
12. The particulars of all the votes casted by postal ballot as well as through e-voting process have been recorded in a register separately maintained for the purpose.

1. A summary of the E-voting and Postal Ballot Process is given below:

Sr. No.	Particulars	No. of Postal Ballot forms / e-voting options	No. of shares
(a)	1. Total postal Ballot forms received.	114	538122
	2. Total E-voting options received	37	2745745
	<b>Total (1+2)</b>	<b>151</b>	<b>3283867</b>
(b)	Less: Invalid postal Ballot Forms.	25	1868
(c)	1. Net valid postal Ballot forms(As per register)	89	538122
	2. Net E-voting options.	37	2745745
	<b>Total (1+2)</b>	<b>126</b>	<b>3283867</b>

For **MARTHI & CO.**  
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13. The result of the e-voting is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	SALE OF FIXED ASSETS TO ANY PERSON / BODY CORPORATE / RELATED PARTY	Special	2742210	99.87	3535	0.13

14. The result of the Physical Postal Ballot process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	SALE OF FIXED ASSETS TO ANY PERSON / BODY CORPORATE / RELATED PARTY	Special	538117	99.99	5	0.01

15. The Combined Result of e-voting and postal ballot process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	SALE OF FIXED ASSETS TO ANY PERSON / BODY CORPORATE / RELATED PARTY	Special	3280327	99.89	3540	0.11

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16. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Company Secretary considers, approves and signs the result of the Postal Ballot.
17. Result: The said resolution has secured requisite majority of votes, hence the said resolution may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

Thanking You,

Yours faithfully,



S S Marthi  
Scrutinizer appointed for the e-voting  
and postal ballot process by the Board of Directors

Date: 29-09-2017  
Place: Hyderabad