

Saheb Ali
Company Secretary

SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

14th September, 2015

To

The Chairman of the 33rd (Thirty Third) Annual General Meeting (AGM) of Members of **Ramkrishna Forgings Limited** (CIN:L74210WB1981PLC034281), held on Saturday, 12th day of September, 2015 at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata- 700071 at 10:45 A.M.

Dear Sir,

I, Saheb Ali, Practicing Company Secretary, appointed by the Board of Directors of **Ramkrishna Forgings Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote E-voting and by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 [as amended by Companies (Management & Administration) Amendment Rules, 2015] in respect of the below mentioned Resolutions proposed at the 33rd Annual General Meeting of the Company held on Saturday, 12th September, 2015 at Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata- 700071, West Bengal at 10:45 AM do hereby submit my report as follows:



Ramkrishna Forgings Ltd.

[Signature]
COMPANY SECRETARY



Saheb Ali

Company Secretary

Shantiniketan, 5th Floor, Room no. 511, 8, Camac Street, Kolkata – 7000

Tel – 033-22821348, 30521719; Email ID – saheball14@gmail.co

- (a) The Notice dated 7th August, 2015 convening the 33rd Annual General Meeting of the Company setting out all material facts in respect of Resolutions mentioned therein, was sent on 18th August, 2015 to the shareholders of the company.
- (b) The company provided remote e-voting facility offered by M/s Karvy Computershare (P) Ltd (Karvy) to its Shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting facility.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 5th September, 2015 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Wednesday, 9th September, 2015 at 9:00 AM and ended on Friday, 11th September, 2015 at 5:00 PM.
- (e) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 33rd Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Komal Joshi and Ms. Bidisha Achari who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.



Ramkrishna Forgings Ltd.

RKM

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- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting as well as the report generated from the e-voting website of Karvy, <http://www.evoting.karvy.com> in respect of remote e-voting.
- (h) 26 members have cast their votes through remote e-voting and all such votes are valid. 119 members and/or their proxy have cast their votes through poll at the AGM venue, out of which 14 ballots are invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

Item no. 1 - Ordinary Resolution - To receive, consider and adopt Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2015, together with Reports of the Board of Directors and Auditors thereon.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	24	12984886	105	1946396	129	14931282	99.99%
Voted against the resolution	2	464	Nil	Nil	2	464	Negligible
Invalid votes	Nil	Nil	14	305336	14	305336	-



Ramkrishna Forgings Ltd.

[Signature]
COMPANY SECRETARY



Saheb Ali

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Item no. 2 – Ordinary Resolution – To declare dividend on Equity shares for the financial year ended 31st March, 2015.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	26	12985346	105	1946396	131	14931742	100.00%
Voted against the resolution	Nil	Nil	Nil	Nil	Nil	Nil	Negligible
Invalid votes	Nil	Nil	14	305336	14	305336	-

Item no. 3 – Ordinary Resolution – To appoint a director in place of Mr. Naresh Jalan (DIN: 00375462), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	24	12984886	105	1946396	129	14931282	99.99%
Voted against the resolution	2	464	Nil	Nil	2	464	Negligible
Invalid votes	Nil	Nil	14	305336	14	305336	-

Ramkrishna Forgings Ltd.

R. M.

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Item no. 4 - Ordinary Resolution - To appoint a director in place of Mr. Satish Mehta (DIN: 00871822), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12979886	105	1946396	128	14926282	99.96%
Voted against the resolution	3	5464	Nil	Nil	3	5464	0.04%
Invalid votes	Nil	Nil	14	305336	14	305336	-

Item no. 5 - Ordinary Resolution - To re-appoint M/s. Singhi & Co. Chartered Accountants (Firm Reg. No. 302049E) as the Statutory Auditors until the conclusion of the next Annual General Meeting of the Company.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12947026	105	1946396	128	14893422	99.99%
Voted against the resolution	2	464	Nil	Nil	2	464	Negligible
Invalid votes	Nil	Nil	14	305336	14	305336	-

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Item no. 6 – Ordinary Resolution – To appoint Mr. Amitabha Guha (DIN: 02836707) as Independent Director for a term of 5 (Five) consecutive years with effect from 14th August, 2014 and whose office shall not be liable to determination by retirement of directors by rotation.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12979886	105	1946396	128	14926282	99.96%
Voted against the resolution	3	5464	Nil	Nil	3	5464	0.04%
Invalid votes	Nil	Nil	14	305336	14	305336	-

Item no. 7- Ordinary Resolution – To appoint Ms. Aditi Bagri (DIN: 06943139) as Independent Director for a term of 5 (Five) consecutive years with effect from 1st November, 2014 and whose office shall not be liable to determination by retirement of directors by rotation.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12979886	105	1946396	128	14926282	99.96%
Voted against the resolution	3	5464	Nil	Nil	3	5464	0.04%
Invalid votes	Nil	Nil	14	305336	14	305336	-

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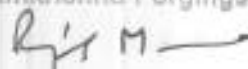
Item no. 8- Ordinary Resolution – To ratify the remuneration to be paid to M/s. U Sharma & Associates, Cost Accountants, as the Cost Auditors for the Financial Years ending March 31, 2015 and March 31, 2016 of Rs. 3, 25,000 for the year 2014-2015 and Rs. 3, 50,000 for the year 2015-2016 plus service tax and travelling, local conveyance and out of pocket expenses not exceeding 20% of the remuneration respectively.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	24	12984886	105	1946396	129	14931282	99.99%
Voted against the resolution	2	464	Nil	Nil	2	464	Negligible
Invalid votes	Nil	Nil	14	305336	14	305336	-

Item no. 9- Special Resolution – Resolution u/s 180 (1) (a) of the Companies Act, 2013 to increase the limit for creation of mortgages, charges and hypothecations upto Rs. 2500 on the assets of the Company.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	22	12663301	105	1946396	127	14609697	98.93%
Voted against the resolution	3	157364	Nil	Nil	3	157364	1.07%
Invalid votes	1	164685	14	305336	14	305336	-

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Item no. 10- Special Resolution - Resolution u/s 180 (1) (c) of the Companies Act, 2013 to increase the borrowing limit upto Rs. 2500.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12827986	105	1946396	128	14774382	98.95%
Voted against the resolution	3	157364	Nil	Nil	3	157364	1.05%
Invalid votes	Nil	Nil	14	305336	14	305336	-

Item no. 11- Special Resolution - To amend the existing Articles of Association of the Company.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	24	12984886	105	1946396	129	14931282	99.99%
Voted against the resolution	2	464	Nil	Nil	2	464	Negligible
Invalid votes	Nil	Nil	14	305336	14	305336	-

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Item no. 12- Special Resolution - To approve formulation and implementation of 7,00,000 Employee Stock Options namely, Ramkrishna Forgings Limited - Employee Stock Option Plan 2015, formation of ESOP Trust, etc.

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12827986	105	1946396	128	14774382	98.95%
Voted against the resolution	3	157364	Nil	Nil	3	157364	1.05%
Invalid votes	Nil	Nil	14	305336	14	305336	-

Item no. 13- Special Resolution - To approve secondary acquisition of shares for implementation of the Plan or any other employee stock option plan (s) or share benefit plan(s) as may be introduced by the Company from time to time ("Employee Benefit Plan")

	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12827986	105	1946396	128	14774382	98.95%
Voted against the resolution	3	157364	Nil	Nil	3	157364	1.05%
Invalid votes	Nil	Nil	14	305336	14	305336	-

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Item no. 14- Special Resolution - To Loan to the Ramakrishna Forgings Limited Employee Welfare Trust to be set up by the Company ("Trust"), provide security or guarantee in connection with a loan granted or to be granted to the Trust set up by the Company.

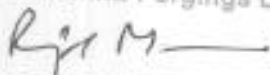
	Remote e-voting		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	23	12827986	105	1946396	128	14774382	98.95%
Voted against the resolution	3	157364	Nil	Nil	3	157364	1.05%
Invalid votes	Nil	Nil	14	305336	14	305336	-

Thanking You,
Yours Faithfully

Date: 14th September, 2015
Place: Kolkata


Saheb Ali
Company Secretary
Membership No.: 33361
COP No.: 12653

Ramakrishna Forgings Ltd.



COMPANY SECRETARY