

September 16, 2016

The Chairman
Bhagwandas Metals Limited,
Chennai.

Sub: Report of Scrutinizer for e-voting for the 34th Annual General Meeting under section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014

In the meeting of the Board of Directors of M/s Bhagwandas Metals Limited (the Company) held on 01st August 2016, we, M/s Lakshmmi Subramanian & Associates, were appointed to act as Scrutinizer to ensure that E-voting was conducted in a fair and transparent manner for passing of the following resolutions at the 34th Annual General Meeting:

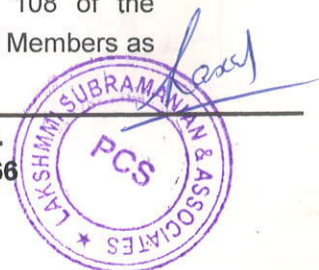
S.No.	Nature of Resolution	Type of Resolution
ORDINARY BUSINESS		
1	Receive, Consider and Adopt the Financial Statements for the Financial year ended 31st March, 2016 , together with the report of the Board of Directors' and the Auditors' .	Ordinary
2	Appointment of a Director in place of Mr. Govind Prasad, Director who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	Ratification of Appointment of M/s. R. R. More & Co, Chartered Accountants , as the Statutory Auditors of the company and to fix their remuneration.	Ordinary
SPECIAL BUSINESS		
4	Re-appointment of Mr. Nand Kishore Sonthalia as Managing Director of the Company	Ordinary
5.	Re-appointment of Mr. Govind Prasad as Executive Chairman of the Company	Ordinary

The Company has availed the e-voting facility of Central Depository Services (India) Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.

The e-voting process was accordingly conducted and concluded as below:

- The Company on 25th August 2016 dispatched the notice under section 108 of the Companies Act, 2013 to the members whose name appeared on the Register of Members as on 12th August 2016 and to the directors and Auditors of the Company.

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- The Company issued an advertisement in Makkal Kural and Trinity Mirror about the dispatch of the e-voting notice on 5th September 2016.
- The E-voting commenced on 13th September, 2016 (09:00 am) and was open for 3 days up to the close of working hours at 17.00 hours IST on 15th September, 2016.
- The votes cast by the members through electronic voting system was downloaded and collated from the website www.cdslindia.com.
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number/ client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.
- **Since no votes were casted at the AGM Venue through Physical Ballot process by any shareholders, we have not prepared a separate report on Physical Voting. Hence the question of issue of consolidated report also doesn't arise.**

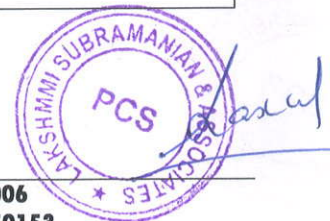
Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results of votes cast through e-voting mechanism were complied as under.

SUMMARY OF RESULTS

1. **Receive, Consider and Adopt the Financial Statements for the financial year ended 31st March, 2016, together with the report of the Board of Directors' and the Auditors'.**

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	2582158
Total number of electronic votes considered valid	13	2582158
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	13	2582158
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100 %	



2. Appointment of a Director in place of Mr. Govind Prasad, Director who retires by rotation and being eligible, offers himself for re-appointment.

Nature of resolution: Ordinary Resolution


Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	2582158
Total number of electronic votes considered valid	13	2582158
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	13	2582158
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100 %	

3. Ratification of Appointment of M/s. R. R. More & Co, Chartered Accountants, as the Statutory Auditors of the company and to fix their remuneration .

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	2582158
Total number of electronic votes considered valid	13	2582158
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	13	2582158
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100 %	

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SPECIAL BUSINESS

4. Re-Appointment of Mr. Nand Kishore Sonthalia as Managing Director.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	2582158
Total number of electronic votes considered valid	13	2582158
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	13	2582158
ii. Number of votes cast against the Resolution	Nil	Nil
iii. Percentage to the total votes received in favour of the resolution	100 %	

5. Re-Appointment of Mr. Govind Prasad as Executive Chairman.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	13	2582158
Total number of electronic votes considered valid	13	2582158
Total number of electronic votes considered invalid	Nil	Nil
Out of the above electronic votes:		
iv. Number of votes cast in favour of the Resolution	13	2582158
v. Number of votes cast against the Resolution	Nil	Nil
vi. Percentage to the total votes received in favour of the resolution	100 %	

We are forwarding the results casted through E-voting for the 34th Annual General Meeting held on the 16th September, 2016 at Asha Nivas, Aarthi, 9, Rutland Gate, 5th Street, Chennai 600006.

For Lakshmmi Subramanian & Associates

Lakshmmi Subramanian
Senior Partner

