



PALASH JAIN & COMPANY
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CONSOLIDATED SCRUTINIZER'S REPORT

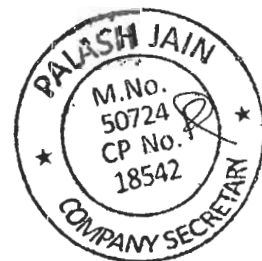
[Pursuant to Section 108 to 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per directions issued by the Ahmedabad Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated The 14th day of September, 2017, in Company Scheme Application No. CA(CAA) NO. 98/NCLT/AHM/2017]

To,
Mr. Manish Jain,
The Chairman of Tribunal convened meeting of Equity Shareholders
("Chairman"),
Rajratan Global Wire Limited (CIN-L27106MP1988PLC004778)
Regd. office: Rajratan House' 11/2 Meera Path, Dhenu Market,
Indore- 452003. MP

Dear Sir,

Consolidated Report of Scrutinizer on the results of Voting by way of Remote E-voting/ Postal Ballot/ Poll at the venue of the Tribunal convened meeting of Equity Shareholders ("Tribunal convened Meeting" or "Meeting") of Rajratan Global Wire Limited ("the Company")

I, Palash Jain, Practising Company Secretary (ACS 50724), proprietor of Palash Jain & Company, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal (NCLT), Bench at Ahmedabad by its order dated 14th September, 2017, in Company Scheme Application No. CA (CAA) NO. 98/NCLT/AHM/2017] for the purpose of conducting the voting done on the resolution through the Postal Ballot, Remote e-voting and through Ballot / Poll papers at the venue of the Tribunal Convened Meeting of the Equity Shareholders of Rajratan Global Wire Limited on Monday, 20th November, 2017 at 02:00 P.M. IST at "Rajratan House" 11/2 Meera Path Dhenu Market, Indore, MP 452003, ("Venue") seeking approval of the Equity Shareholders to the Scheme of Amalgamation between Cee Cee Engineering Industries Private Limited and Rajratan Global Wire Limited and their respective shareholders and creditors ("Scheme") detailed in the notice dated 25th September, 2017.



I do hereby submit the report as under:

1. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 to 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by the Hon'ble NCLT, the Company had provided remote e-voting facility through NSDL and the facility to vote by way of Postal Ballot, before the Tribunal convened Meeting and also, by way of Poll at the Tribunal convened Meeting
2. The compliance with NCLT order dated 14th September, 2017, in relation to voting through Remote E-voting/ Postal Ballot / by way of Poll or ballot paper at the Tribunal convened Meeting on the proposed resolution is the responsibility of the management of the Company. Our responsibility as a scrutinizer was to ensure that the processes of voting by way of Remote e-voting, Postal Ballot and Poll at the Venue of Tribunal convened Meeting conducted in a fair and transparent manner and to submit a consolidated scrutinizer's report on the voting to the Chairman of this Meeting on the resolution, based on the report generated from the electronic voting system provided by National Securities Depository Limited ("NSDL" or "agency") and physical counting of votes by way of Postal Ballot and Poll conducted at the Tribunal convened Meeting.
3. Notices were issued to the Members whose names were appearing in the Register of Members as on 6th October, 2017 and voting rights were reckoned as on 6th October, 2017, being the cut-off date as per the directions issued by Hon'ble NCLT vide order dated 14th day of September, 2017, for the purpose of deciding the eligibility to vote by the shareholders.
4. The Company has, on the basis of the Register of Members and the list of beneficial owners made available by the depositories, completed the dispatch of the notice of the Meeting along with the relevant annexures referred thereto, postal ballot forms, proxy form, attendance slip etc. to the Equity Shareholders of the Company (holding equity shares as on the cut-off date i.e. 6th October, 2017) by Monday, 16th October, 2017 and has also published an advertisement in this regard in English language in the Times of India, Indore edition and translation thereof in Hindi Language in Chautha Sansar, Indore edition on Tuesday, 17th October, 2017.
5. The voting through Remote E-voting and Postal Ballot remained open for a period of 30 days commencing from Saturday the 21st day of October, 2017 and ended on Sunday, 19th day of November 2017 at 5:00 p.m.



6. The e-voting module was disabled and blocked by NSDL for voting on 19th November, 2017 at 5.00 p.m.
7. The Equity Shareholders were required to send completed and signed Postal Ballot forms on or before 5.00 p.m. on 19th November, 2017 and we have relied on information provided by M/s Link Intime India Private Limited, the Registrar and Transfer Agent (RTA) of the company in relation to these.
8. On 20th November, 2017 at the Tribunal convened Meeting, the Chairman, after discussion on resolution mentioned in the said Notice was over, announced that the Members present at the Meeting and who have not casted their vote by Remote E-voting and Postal Ballot, can exercise their voting rights by Poll, which was made available at the venue of the Tribunal convened Meeting.
9. 17 equity shareholders were present in person or through proxy at the NCLT convened Meeting.
10. Thereafter, on completion of the voting at the Tribunal convened Meeting, the Ballot Box(es) were unlocked in the presence of 2 witnesses, whose details are given below, who are not in the employment of the company. The Poll papers were verified and reconciled with the record maintained by the Company/RTA of the Company (Link Intime India Private Limited) and the authorisations/proxies lodged with the Company together with the eligibility of Members to vote on the resolution. The votes were also scrutinised for eliminating duplicate voting.
11. We have relied on information provided by M/s. Link Intime India Private Limited, RTA of the Company in relation to details regarding number of shares held by shareholders and signatures of shareholders.
12. Subsequently, the votes casted through Remote E-voting were unblocked in the presence of two witnesses and the Remote E-voting summary statement generated from the electronic voting system provided by NSDL.
13. Particulars of all the Postal Ballot forms received from the shareholders have been entered in the register in electronic mode separately maintained for the purpose.
14. Voting rights of Equity Shareholders have been reckoned in proportion to their shares in the paid-up share capital of the Company as on 6th day of October, 2017.



15. The Postal Ballot and the Ballot/Poll papers which were incomplete and/or which were found defective were treated as invalid and record for the same were maintained.

16. The result of the voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under:

Resolution:

Approval of the Scheme of Amalgamation between Cee Cee Engineering Industries Private Limited and Rajratan Global Wire Limited and their respective members and creditors pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

Report on result of voting through Postal Ballot, Remote E-voting and Poll at the venue of the Meeting of Equity Shareholders -

A) Report on the result of voting through remote e-voting-list from NSDL site is enclosed as Annexure "A".

Particulars	No. of Members (voted in person or by proxy)*	Number of votes cast by members	% of the total number of valid votes cast
Voted in favour	34	30878630	99.99994
Voted against	2	20	0.00006
Invalid votes (signature mismatch or...)	Nil	Nil	Nil
Total votes by e-voting	36	30878650	100

B) Report on the result of voting by Postal Ballot- Postal Ballot Register is enclosed as Annexure "B".

Particulars	No. of Members (voted in person or by proxy)*	Number of votes cast by members	% of the total number of valid votes cast
Voted in favour	15	18050	100
Voted against	Nil	Nil	-
Invalid votes	Nil	Nil	-
Total votes by Postal Ballot	15	18050	100



C) Report on the result of voting by Poll - Register of Poll is enclosed as Annexure "C".

Particulars	No. of Members (voted in person or by proxy)*	Number of votes cast by members	% of the total number of valid votes cast
Voted in favour	13	601020	100
Voted against	Nil	Nil	
Invalid votes	Nil	Nil	
Total votes by Poll	13	601020	100

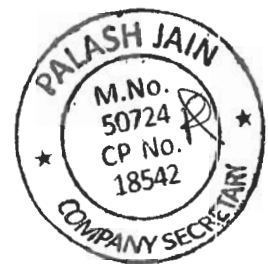
D) Consolidated Report on result of voting through Postal Ballot, Remote E-voting and Poll at the venue of the Meeting of Equity Shareholders with respect to resolution proposed in the Notice dated 25th September, 2017 are as under which is annexed as Annexure "D":

a) Votes cast in favour of the Resolution:

Particulars	No. of Members (voted in person or by proxy)*	Number of votes cast by members
Remote E-voting	34	30878630
Postal Ballot	15	18050
Ballot/Poll Paper at Tribunal convened meeting	13	601020
Total Votes	62	31497700
% of total Valid votes in favour	99.99994	
% of total number of members voted in favour	96.87500	

b) Votes cast against the Resolution:

Particulars	No. of Members (voted in person or by proxy)*	Number of votes cast by members
Remote E-voting	2	20
Postal Ballot	nil	nil
Ballot/Poll Paper at Tribunal convened meeting	nil	nil



Total Votes		
% of total Valid votes cast against		0.00006
% of total number of members voted against		3.12500

c) Invalid votes: -

Particulars	No. of Members (voted in person or by proxy)*	Number of votes cast by members
Remote E-voting	Nil	
Postal Ballot	Nil	
Ballot/Poll Paper at Tribunal convened meeting	Nil	
Total Votes		

* No. of members is equivalent to no. of Folios/Account

Out of 17 equity shareholders present at the venue of the NCLT convened meeting of the Equity Shareholders-

- 4 equity shareholders holding 1809934 equity shares had already cast their vote by Remote E-voting and therefore were not entitled to vote at the venue of the meeting.
- Hence total 13 equity shareholders holding 60102 Equity shares cast their votes at the venue of the NCLT convened Meeting.

According to the Hon'ble NCLT order the requisite quorum was present and the detailed list/ Attendance Sheet of the Equity Shareholders who attended the meeting is enclosed as **Annexure"E"**.

17. The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through Remote E-voting, Postal Ballot and Ballot/Poll papers at the venue of the meeting is handed over to the Chairman appointed for the Meeting.

18. Register of votes cast through Remote E-voting and Postal Ballot as well as by Ballot Paper/Poll at the Venue of Tribunal convened meeting of Equity Shareholders of the Company and all other relevant records of voting process given/provided/maintained in electronic mode and for Postal ballot / Poll papers (physical) remain in our custody until the Chairman considers, approves and signs the minutes of the Tribunal convened meeting and the



same are handed over to the Chairman / Company Secretary of the Company for safe keeping thereafter.

Thanking You.

Palash



Scrutinizer
Name: Palash Jain
Practicing Company Secretaries
MembershipNo. :A50724
C.P. No. :18542

We the undersigned witnesses that the votes were unblocked from the e-voting website of the National Securities Depository Limited(NSDL) vide its website <https://www.evoting.nsdl.com> in our presence at 3.00 p.m. on Monday 20th November at the venue of the NCLT convened Meeting of the Company.

Ashok Kumar Kabra
Ashok Kumar Kabra
502, Arpit Apartment,
3A Janki Nagar, Indore

Akansha Rai
Akansha Rai
Mahak Girls Hostel
Jaora Compound,
Near M Y Hospital, Indore

Counter signed by:

Manish Jain
Manish Jain
Chairman appointed for the NCLT
convened Meeting of the Equity Shareholders

Date: 20th November, 2017
Place: Indore