



Anish Gupta & Associates

COMPANY SECRETARIES

Anish Gupta
B.com, FCS, LL.B

413 Autumn Grove, Lokhandwala, Kandivali(E), Mumbai -400101
India, Call: +91 022 29659720 email: anish@csanishgupta.com

Consolidated Scrutinizer's Report

To,
The Chairman
Shree Ganesh Forgings Limited
412, EMCA House,
S.B.S Road, Fort,
Mumbai - 400001

Dear Sir,

Sub: Passing of Resolution(s) through remote e-voting and voting by poll at the venue of the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Shree Ganesh Forgings Limited (hereinafter referred to as the "Company") at its meeting held on 10th August, 2017 has appointed me as the Scrutinizer for the Remote E-voting process as well as the electronic voting to be conducted at the venue of the 44th Annual General Meeting ("AGM") 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 the Companies (Management and Administration) Amendment Rules, 2016 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance with the provisions of the Companies Act, 2013 and the Rules made their under relating to voting through remote e-voting and voting by using poll papers by the members on the resolution proposed in the notice of 44th Annual General Meeting of the Company is the responsibility of the management, my responsibility as a Scrutinizer is to ensure that the voting process through both remote e-voting and by use of poll papers at the meeting are conducted in a fair and transparent manner and provide consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions, based on the report generated from the electronic voting system provided by the CDSL and the report generated for voting by use of poll papers at the AGM.

Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the AGM of the Company, however EVSN was not activated on the CDSL portal due to non-payment of fees of CDSL, due to which the remote e-voting facilities could not be provided by the Company to the members.



- M/s Bigshare Services Private Limited is the Registrar and Share Transfer Agent of the Company.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Tuesday, September 19, 2017**. However the benpos was not available for uploading as the same was not provided by CDSL due to non-payment of fees.
- *The Remote E-Voting facility was not available for the Members to cast their votes.*
- The Company completed the dispatch of the Notice of Annual General Meeting (AGM) dated August 10, 2017 to the Members by September 1, 2017.
- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Free Press General newspaper and in Marathi language in Navshakti on September 7, 2017.
- As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted – *is not applicable as the remote e-voting was not available to members.*
- At the venue of the AGM the facility to vote by using poll papers was provided to facilitate those Members present at the AGM.
- After the time fixed for voting of the poll, one poll box kept for polling was locked and sealed in my presence with due identification marks placed by me.
- There were 05 invalid/incomplete/defective poll papers.
- The locked poll box was subsequently opened in my presence and poll papers were diligently scrutinized. The voting done through Poll at the AGM, were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company.
- Thereafter, I now submit my report as under on the result of the voting conducted through poll paper at the venue of 44th AGM in respect of all the resolutions included in the notice of AGM.
- The results of the voting conducted at venue of the AGM by way of Poll Paper is as under:



Details	Remote E-voting	Voting by Poll at the AGM	Total voting
Number of Members who cast their votes	0	18	18
Total number of Shares held by them	0	930768	930768
Valid Votes	Various as mentioned under each item of the Notice		
Abstained / Partly Voted / Invalid	05 Ballots were invalid for the reason that 'no. of shares held' was not written.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Poll at the venue of the meeting.

Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Reports of Board' and Auditors' thereon:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted/ Invalid
	No. of shares	%	No. of shares	%	No. of shares
Remote E-voting	0	0	0	0	-
Poll at AGM	930068	99.92	700	0.08	*
Total	930068	99.92	700	0.08	-

Item 1 of Notice of AGM stands passed with the **requisite majority**.

* 05 Ballots were invalid for the reason that 'no. of shares held' was not written.

Item No. 2 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. Deepak Balkrishna Sekhri as a Director of the Company, liable to retire by rotation:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted/ Invalid
	No. of shares	%	No. of shares	%	No. of shares
Remote E-voting	0	0	0	0	-
Poll at AGM	930068	99.92	700	0.08	*
Total	930068	99.92	700	0.08	-

Item 2 of Notice of AGM stands passed with the **requisite majority**.

* 05 Ballots were invalid for the reason that 'no. of shares held' was not written.



Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of M/s R. K. Chaudhary & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company, for a period of consecutive five years:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted/ Invalid
	No. of shares	%	No. of shares	%	No. of shares
Remote E-voting	930068	99.92	700	0.08	-
Poll at AGM	930068	99.92	700	0.08	*
Total	0	0	0	0	-

Item 3 of Notice of AGM stands passed with the **requisite majority**.

* 05 Ballots were invalid for the reason that 'no. of shares held' was not written.

Item No. 4 of the Notice (As a Special Resolution):

Approval for creation of security on properties of the Company in Favour of Lenders Section 180 (1) (a).

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted/ Invalid
	No. of shares	%	No. of shares	%	No. of shares
Remote E-voting	0	0	0	0	-
Poll at AGM	930068	99.92	700	0.08	*
Total	930068	99.92	700	0.08	-

Item 4 of Notice of AGM stands passed with the **requisite majority**.

* 05 Ballots were invalid for the reason that 'no. of shares held' was not written.

Item No. 5 of the Notice (As a Special Resolution):

Authority to borrow in excess of paid up capital and free reserves Section 180(1)(c)

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted/ Invalid
	No. of shares	%	No. of shares	%	No. of shares
Remote E-voting	0	0	0	0	-
Poll at AGM	930068	99.92	700	0.08	*
Total	930068	99.92	700	0.08	-

Item 5 of Notice of AGM stands passed with the **requisite majority**.

* 05 Ballots were invalid for the reason that 'no. of shares held' was not written.



All the Resolutions mentioned in the Notice of AGM dated August 10, 2017 as per the above details stand passed under voting conducted at the AGM by way of Poll with the requisite majority.

I hereby confirm that I have maintained the Registers in respect of the votes cast through Poll conducted at AGM by the Members of the Company. All relevant records of Poll will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 44th AGM of the Company and the same shall be handed over thereafter to the Chairman or Company Secretary of the Company for safe keeping.

Thanking you.

Yours truly,
For, Anish Gupta & Associates,
Company Secretaries


Anish Gupta
(Scrutinizer)
Proprietor
M No.:-5733/COP:-4092



Date: September 28, 2017

Place: Mumbai