

Rajkumar R. Tiwari

M.Com., LL.M., DFM., PGDCM&IA., M.Phil., DIPL., FCS.
Practising Company Secretary

3/1413, Navjivan Society,
Lamington Road,
Mumbai Central,
Mumbai 400 008.
Tele. 2301 1981
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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement]

Mr. Puneet Makar
Chairman & Managing Director
Amforge Industries Limited
1104-A, Raheja Chambers
Free Press Journal Marg
Nairman Point
Mumbai-400 021

Dear Sir,

1. I, Rajkumar R. Tiwari, Practising Company Secretary, has been appointed as a Scrutinizer by the Board of Directors of Amforge Industries Limited at its meeting held on 8th August, 2014 for the purpose of scrutinizing the e-voting, physical ballot process and for conducting the ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and physical ballot process carried out as per Clause 35 B of the Listing Agreement with BSE Limited and ballot process undertaken at the 42nd Annual General Meeting on the resolutions contained in the notice of the 42nd Annual General Meeting of the Equity Shareholders of the Company, held on Friday, 12th September, 2014 at 3.00 p.m at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Oricon House, 6th Floor, 12, Dubash Road, Fort, Mumbai-400001.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 42nd Annual General Meeting of the shareholders of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer's report of the votes cast "for" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting facility provided by Central Depository Services (India) Limited, the authorised agency to provide e-voting facilities, engaged by the Company and physical ballot box provided by the Company's Registrar and Transfer Agent, Sharex Dynamic (India) Pvt. Ltd.
3. Further to above, I submit my report as under:
 - 3.1 The Company has provided the e-voting facility through Central Depository Services (India) Limited (CDSL) on their website: www.evotingindia.com. The Company had uploaded all the items of business to be transacted on the website of the Company.
 - 3.2 The notice alongwith Annual Reports sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.



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- 3.3 The Company has completed the dispatch of the notice alongwith Annual Reports on 18th August, 2014 through courier to its shareholders, whose name appeared on the Register of Members, as on 15/08/2014.
- 3.4 The e-voting commenced from 6th September, 2014 (9.30 a.m.) and ended on 9th September, 2014 (5.00 p.m.).
- 3.5 The votes cast were unblocked on 11th September, 2014 in the presence of 2 witnesses, Mr. Balasubramanian and Mr. Ranjit Nayak, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- 3.6 Ensured that the empty ballot box is duly locked and sealed in the present of the members and proxies present.
- 3.7 The Company had distributed Ballot Paper to the members present who did not vote electronically to vote physically in the box provided for in the meeting.
- 3.8 After voting, the ballot box was opened in presence of the two person's viz. Mr. Jayesh Thakkar and Mr. Sanjiv Joshi, as witnesses.
- 3.9 The record of the ballot forms received in response to the poll, were initialled by me.
- 3.10 The e-voting data was scrutinized by me for verification of votes cast "in favour" and "against" the Resolutions.
- 3.11 Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "in favour" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited. www.evotingindia.com.
4. The result of the e-voting and physical ballot process at the Annual General Meeting is as under:

Item No. 1. as an Ordinary Resolution: To receive, consider and adopt the audited Statement of Profit and Loss for the year ended 31st March, 2014, and the Balance Sheet as at that date together with Reports of the Directors and Auditors thereon.

(i) Voted in favour of the Resolution

No. of Ballots	Number of votes cast	% of total number of valid votes cast.
34	84,37,794	99.704

ii) Voted against the resolution NIL.



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iii) Invalid Votes

Total number of ballots whose votes were declared invalid	Total No. of votes
2	25,050

Item No. 2- as an Ordinary Resolution: To appoint director in place of Mr. Fali P. Mama (DIN 00012636), who retires by rotation, offers himself for reappointment.

(i) Voted in favour of the Resolution

No. of Ballots	Number of votes cast	% of total number of valid votes cast.
34	84,37,794	99.704

ii) Voted against the resolution NIL.

iii) Invalid Votes

Total number of ballots whose votes were declared invalid	Total No. of votes
2	25050

Item 3 - as an Ordinary Resolution: To appoint auditors, M/s. J. Singh & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 47th AGM to be held in the year 2019 subject to ratification of their appointment at every AGM at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

i. Voted in favour of the Resolution

No. of Ballots	Number of votes cast	% of total number of valid votes cast.
34	84,37,794	99.704

i. Voted against the resolution NIL.

ii. Invalid Votes

Total number of ballots whose votes were declared invalid	Total No. of votes
2	25,050



[Handwritten signature]

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Item No.4 - as an Ordinary Resolution: Appointment of Mr. Rakesh Khanna (00040152) as Independent Director of the Company for five consecutive years for a term of up to the conclusion of 47th Annual General Meeting of the Company.

i. Voted in favour of the Resolution

No. of Ballots	Number of votes cast	% of total number of valid votes cast.
34	84,37,794	99.704

ii. Voted against the resolution NIL

iii. Invalid Votes

Total number of ballots whose votes were declared invalid	Total No. of votes
2	25,050

Item 5 - as an Ordinary Resolution: Appointment of Mr. Sunil Aggarwal (00005385) as Independent Director of the Company for five consecutive years for a term of up to the conclusion of 47th Annual General Meeting of the Company.

i. Voted in favour of the Resolution

No. of Ballots	Number of votes cast	% of total number of valid votes cast.
34	84,36,294	99.703

ii. Voted against the resolution NIL

iii. Invalid Votes

Total number of ballots whose votes were declared invalid	Total No. of votes
2	25,050

Item 6 - as an Ordinary Resolution: Appointment of Mr. Sharat D. Nath (00433900) as Independent Director of the Company for five consecutive years for a term of up to the conclusion of 47th Annual General Meeting of the Company

i. Voted in favour of the Resolution

No. of Ballots	Number of votes cast	% of total number of valid votes cast.
34	84,37,794	99.704

ii. Voted against the resolution NIL

iii. Invalid Votes



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Total number of ballots whose votes were declared invalid	Total No. of votes
2	25,050

Item No.7 as Special Resolution: Borrowing Power to the Board pursuant to Section 180 (1) (c) of the Companies Act, 2013, borrowing power up to Rs.200 Crores only.

i. Voted in favour of the Resolution

No. of Ballots	Number of votes cast	% of total number of valid votes cast.
34	84,37,794	99.704

ii. Voted against the resolution NIL.

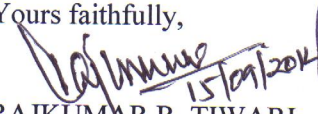
iii. Invalid Votes

Total number of ballots whose votes were declared invalid	Total No. of votes
2	25,050

- A Register containing details of list of equity shareholders, who voted "FOR" "Against" and those whose votes were declared invalid for each resolution under e-voting is enclosed.
- I, today handed over the ballot forms and other related papers / registers and records for safety custody to Mr. Fali P. Mama, Director of the Company, who has been authorised by the Board of the Company to supervise the entire voting process.
- You may accordingly declare the result of e-voting and ballot process conducted at the Annual General Meeting as such, the resolutions are deemed to be passed as on the date of announcement of results.

Thanking you,

Yours faithfully,


15/09/2014
RAJKUMAR R. TIWARI
Practising Company Secretary
C.P.No.2400. FCS: 4227



Scrutinizer for Ballot Form and e-voting



Countersign


Mr. Fali P. Mama
Director
Amforge Industries Limited

Place: Mumbai

Date: 15th September, 2014