



SANDEEP DUBEY & ASSOCIATES

(PRACTICING COMPANY SECRETARIES)

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Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.

To;

The Managing Director
Amforge Industries Limited
1104-A, Raheja Chambers
Free Press Journal Marg
Nariman Point, Mumbai-400021

Dear Sir,

I, Sandeep Dubey, Company Secretary in Practice and Partner of M/s. Sandeep Dubey & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by M/s. Amforge Industries Limited ("the Company") pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") for the purpose of scrutinizing the remote e-voting / Ballot polling process papers on the resolutions contained in the notice dated 31st July 2019 calling for 47th Annual General Meeting of its Equity Shareholders ("the AGM").

The AGM was held on Monday, September 16, 2019 at 2.30 p.m., at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12, K. Dubhash Road, Fort, Mumbai- 400001.

The Management of the Company is responsible to ensure compliances with the requirements of the Act and rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice. My responsibility as Scrutinizer for the remote e-voting and poll conducted at the AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the Report generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LIPL") engaged by the Company to provide e-voting facility.

The Notice dated 31st July, 2019 along with the statement setting out material facts under Section 102 of the Act was sent to the members through email and courier on 23rd August, 2019. The said notice was despatched on the basis of Register of Members and List of Beneficiaries as provided by the depositories on August 16, 2019, being the cut off date for dispatch of the Notice to the members.

As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about the AGM in English & Marathi newspapers i.e. "Free Press Journal" and Navshakti" respectively on 21st August, 2019.

The Voting rights of the members were considered in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. 9th September, 2019.

In terms of the aforesaid Notice, voting through electronic means was kept open for three (3) days i.e. from Friday, 13th September 2019 from 9:00 a.m., to Sunday, 15th September 2019 upto 5:00 p.m. The members cast their votes electronically on e-voting platform provided by the LIPL. The Company has also provided Ballot Papers for casting their votes at the venue, who did not vote through remote e-voting facility.

As required under the said rules, after the closure of the voting at the AGM, the votes cast through polling papers were counted. Thereafter, the votes cast under remote e-voting facility provided by LIPL were unblocked in the presence of two witnesses viz. Ms. Rikita Shah and Mr. Prakash Ram Pogo, who are not in employment of the Company.



Sandeep Dubey

After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me/us.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The consolidated summary of the voting through e-voting process and polling papers are as under.

Item No. of the Notice	Votes in favour of the Resolutions		Votes against the Resolutions		Invalid Votes
	Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.
Item No. 1 Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019 together with Reports of the Board of Directors and the Auditors thereon.	6136477	100	0	0	5
Item No. 2 Ordinary Resolution for re-appointment of Mrs. Reshma Makar, who retires by rotation and being eligible, offers herself for re-appointment.	6136477	100	0	0	5
Item No. 3 Ordinary Resolution for Re-appointment of J. Singh & Associates, Chartered Accountants as Auditors of the Company, for a second term of five years from 47 th AGM till 52 nd AGM of the Company and to fix their remuneration.	6136477	100	0	0	5
Item No. 4 Special Resolution for Re-appointment of Mr. Sunil K. Aggarwal (DIN-00005385) as an Independent Non-Executive Director for a second term of five years from 12 th September, 2019 to 11 th September, 2024.	6136477	100	0	0	5
Item No. 5 Special Resolution for Re-appointment of Mr. Rakesh Khanna as an Independent Non-Executive Director (DIN-00040152) for a second term of five years from 12 th September, 2019 to 11 th September, 2024.	6136477	100	0	0	5

Result: All the resolutions are passed by requisite majority.

The Register, all other papers and relevant records relating to poll and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company for safe keeping.



Sandeep Dubey

This report has been issued at the request of the Company for submission to the Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of LINK INTIME. This report is not to be used for any other purpose or to be distributed by the Company to any other parties.

Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

For SANDEEP DUBEY & ASSOCIATES
(Practising Company Secretaries)



Sandeep Dubey

Sandeep A Dubey
Partner
M. No. - 47940
C.P. No. -17902

Place: Mumbai
Date : 17/09/2019

Countersigned by:

For AMFORGE INDUSTRIES LIMITED

[Signature]
DIRECTOR