

H. M. CHORARIA

Practising Company Secretary
E-mail:

Phones: (033) 2242-0196

2243-2509

Mobile: 9830058715

Room No. 401, 4th Floor
14/2, Old China Bazar street
Kolkata-700001

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[4][xii]
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Impex Ferro Tech Limited
35, C. R. Avenue
Kolkata-700012

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through Polling Paper and Remote e-voting on the resolutions proposed at the 24th Annual General Meeting of the Members of Impex Ferro Tech Limited held at Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700 020 on Wednesday, the 25th September, 2019 at 03.00 P.M.

I, Hanuman Mal Choraria, Practising Company Secretary and proprietor of H. M. Choraria & Co., having C P No. 1499, was appointed by the Board of Directors of Impex Ferro Tech Limited (the Company) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) and voting through polling papers at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting of the Company, held on Wednesday, the 25th September, 2019 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through polling papers at the AGM by the shareholders on the resolutions proposed in the Notice of the 24th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means (by remote e-voting) and through polling papers at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting through polling papers at the AGM.

The remote e-voting period commenced from Sunday the 22nd September, 2019 at 09.00 A. M. and ended on Tuesday the 24th September, 2019 at 5.00 P.M.

The Members of the Company as on the cut- off date i. e. 18th September, 2019 were entitled to vote on the resolutions as set out in the Notice dated 12th August, 2019 for the 24th Annual General Meeting of the members of the Company.

The voting at the AGM began after the close of discussions on the Resolutions proposed at the AGM. The voting process was carried out by distributing polling papers at the AGM.

1 (one) locked ballot box was placed at the venue of the AGM for dropping of polling papers therein.

Cont....



Subsequent to the conclusion of voting through polling papers at the venue of the 24th AGM, I counted the votes cast through polling papers and thereafter the votes cast through remote e-voting were unblocked, in the presence of two witnesses, Shri Navdeep Bhasali and Ms. Sunita Chakraborty who are not in the employment of the Company. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, Maheshwari Datamatics Private Limited, to the extent available with them and the authorizations / proxies lodged with the Company. The polling papers, which were incomplete and/or which were otherwise found defective were treated as invalid.

The relevant data relating to remote e-voting process were also reconciled with the records maintained by the Registrar and Share Transfer Agent and the authorizations lodged with me and were found to be in order.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting of the (EVEN- 190822076) and voting through polling papers at the AGM, at the AGM are as under:

ORDINARY BUSINESS:

Item No. 1- Ordinary Resolution

- (a) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	23	60630679	6	1432	29	60632111	99.9959
Voted against the resolution	3	2500	0	0	3	2500	00.0041
Total	26	60633179	6	1432	32	60634611	100
Invalid Votes	0	0	0	0	0	0	

Item No. 2 - Ordinary Resolution

- (b) Appointment of a Director in place of Mr. Suresh Kumar Patni (DIN: 00032674), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	22	60630649	6	1432	28	60632081	99.9958
Voted against the resolution	4	2530	0	0	4	2530	00.0042
Total	26	60633179	6	1432	32	60634611	100
Invalid Votes	0	0	0	0	0	0	



Cont....

Item No. 3 - Ordinary Resolution**(c) Re-appointment of Statutory Auditors for one year and to fix their remuneration.**

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	23	60631349	6	1432	29	60632781	99.9970
Voted against the resolution	3	1830	0	0	3	1830	00.0030
Total	26	60633179	6	1432	32	60634611	100
Invalid Votes	0	0	0	0	0	0	

SPECIAL BUSINESS:**Item No. 4 – As Ordinary Resolution****(d) Approval of members to the Board of Directors to enter into contract(s)/ arrangement(s)/ transaction(s) with Ankit Metal & Power Ltd., a related party, up to a maximum aggregate value of Rs. 200 Crores for the financial year 2019-20**

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	*11	*56663	6	1432	17	58095	95.8269
Voted against the resolution	4	2530	0	0	4	2530	4.1731
Total	15	59193	6	1432	21	60625	100
Invalid Votes	0	0	0	0	0	0	

* 45500940 votes cast by ten related parties have not considered

Item No. 5 – As Special Resolution**(e) Re-appointment of Mrs. Sujata Agarwal (DIN: 06833458), Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 9th October, 2019 to 8th October, 2024**

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	26	60633179	6	1432	32	60634611	100
Voted against the resolution	0	0	0	0	0	0	0
Total	26	60633179	6	1432	32	60634611	100
Invalid Votes	0	0	0	0	0	0	

Cont....



Item No. 6 – As Ordinary Resolution

- (f) Appointment of Mr. Sharat Malik (DIN:08529458), as an Independent Director of the Company for a period of five (5) consecutive years with effect from 12th August, 2019

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	25	60633149	6	1432	31	60634581	100
Voted against the resolution	1	30	0	0	1	30	0
Total	26	60633179	6	1432	32	60634611	100
Invalid Votes	0	0	0	0	0	0	

Item No. 7 – As Ordinary Resolution

- (g) Appointment of Mr. Debasish Mukherjee (DIN:08529465), as an Independent Director of the Company for a period of five (5) consecutive years with effect from 12th August, 2019

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	26	60633179	6	1432	32	60634611	100
Voted against the resolution	0	0	0	0	0	0	0
Total	26	60633179	6	1432	32	60634611	100
Invalid Votes	0	0	0	0	0	0	

Item No. 8 - Ordinary Resolution

- (h) Approval of remuneration of the M/s A.J.S & Associates, Cost Auditors (Registration No. 0000106) for the financial year 2019-20.

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	26	60633179	6	1432	32	60634611	100
Voted against the resolution	0	0	0	0	0	0	0
Total	26	60633179	6	1432	32	60634611	100
Invalid Votes	0	0	0	0	0	0	



In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained the Registers of remote e-voting in electronic form and the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The registers and all other papers relating to electronic voting and voting by polling paper shall remain in my safe custody until the Chairman signs the Minutes of 24th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours truly



A handwritten signature in black ink, appearing to read "H M Choraria".

(H M Choraria)

Practising Company Secretary
FCS No. 2398, C P No. 1499

Place: Kolkata

Date: 26th September, 2019