



**SCRUTINIZER'S REPORT ON E-VOTING
FOR MEWAT ZINC LIMITED**

THE CHAIRMAN

Mewat Zinc Limited
1/24, Bansi House,
Asaf Ali Road,
New Delhi-110 002

22nd Annual General Meeting of the Members of Mewat Zinc Limited held on Wednesday, the 8th July, 2015 at 9.00 A. M. at Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110 003

Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Mewat Zinc Limited (hereinafter referred to as the "Company") on 27th May, 2015 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business sought to be transacted in the 22nd Annual General Meeting ("AGM") of the Company, which was held on Wednesday, the 8th July, 2015. National Securities Depository Limited ("NSDL") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.
3. As on the cutoff date there were 1876 Shareholders of the Company. The Notice of Annual General Meeting and circular for e-voting was sent to all the 1876 shareholders in the physical form.
4. The Notice sent contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 01.07.2015. The e-voting facility was kept open from 5th July, 2015 (9.00 A.M.) to 7th July, 2015 (5.00 P.M.)



6. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than five days in advance from the date of beginning of voting period in Pioneer, in English Newspaper and in Vir Arjun, Hindi Newspaper both dated 11th June, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g).
7. At the end of the voting period on July 7, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On July 8, 2015 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. R. S. Roy, Chartered Accountant and Mr. Anil Khanna who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 6 | 377800 | 100.00% | 9.44% |
| Total Number of Invalid Votes | NIL | NIL | NIL | NIL |
| Total Number of Votes against the resolution | NIL | NIL | NIL | NIL |
| Total Number of Votes in favour of Resolution | 6 | 377800 | 100.00% | 9.44% |

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR REAPPOINTMENT OF MS. NEENA GUPTA WHO RETIRES BY ROTATION.



| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 6 | 377800 | 100.00% | 9.44% |
| Total Number of Invalid Votes | NIL | NIL | NIL | NIL |
| Total Number of Votes against the resolution | NIL | NIL | NIL | NIL |
| Total Number of Votes in favour of Resolution | 6 | 377800 | 100.00% | 9.44% |

RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY.

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 6 | 377800 | 100.00% | 9.44% |
| Total Number of Invalid Votes | NIL | NIL | NIL | NIL |
| Total Number of Votes against the resolution | NIL | NIL | NIL | NIL |
| Total Number of Votes in favour of Resolution | 6 | 377800 | 100.00% | 9.44% |

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI JAI PRAKASH GUPTA AS CHAIRMAN AND MANAGING DIRECTOR

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 6 | 377800 | 100.00% | 9.44% |
| Total Number of Invalid Votes | NIL | NIL | NIL | NIL |
| Total Number of Votes against the resolution | NIL | NIL | NIL | NIL |
| Total Number of Votes in favour of Resolution | 6 | 377800 | 100.00% | 9.44% |



RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. LALIT MOHAN SAXENA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 6 | 377800 | 100.00% | 9.44% |
| Total Number of Invalid Votes | NIL | NIL | NIL | NIL |
| Total Number of Votes against the resolution | NIL | NIL | NIL | NIL |
| Total Number of Votes in favour of Resolution | 6 | 377800 | 100.00% | 9.44% |

RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. VIRENDER GOEL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 6 | 377800 | 100.00% | 9.44% |
| Total Number of Invalid Votes | NIL | NIL | NIL | NIL |
| Total Number of Votes against the resolution | NIL | NIL | NIL | NIL |
| Total Number of Votes in favour of Resolution | 6 | 377800 | 100.00% | 9.44% |

RESOLUTION NO. 7 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. VIJAY KHANNA AS AN INDEPENDENT DIRECTOR OF THE COMPANY



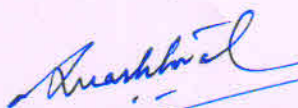
| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|---|--|--|-----------------------------------|---|
| Total Votes received by electronic mode | 6 | 377800 | 100.00% | 9.44% |
| Total Number of Invalid Votes | NIL | NIL | NIL | NIL |
| Total Number of Votes against the resolution | NIL | NIL | NIL | NIL |
| Total Number of Votes in favour of Resolution | 6 | 377800 | 100.00% | 9.44% |

All the resolutions contained in the notice dated 27th May, 2015 calling 22nd annual general meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely


BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169



Witness : 1.

Baldev
RAM SAVERA ROY
 Nagarkirti Nagar
 N.D-15
 ICAR N.No. 096968

2.

Anil Khanna
ANIL KHANNA
 186, Gautam Nagar
 New Delhi 110048.

Place : New Delhi
 Dated : July 8, 2015