



CS Devesh A. Pathak

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CS Vimal Betal

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DEVESH VIMAL & CO
PRACTISING COMPANY SECRETARIES

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE
SAYAJIGUNJ, VADODARA-390 020
REGD. TRADEMARK AGENT

To
Company Secretary
STEELCO GUJARAT LIMITED
PLOT NO. 2, GIDC ESTATE,
PALEJ - 392 220,
DIST. BHARUCH,
GUJARAT

Dear Sir,

1. I, Devesh A. Pathak, Practising Company secretary in Practice, have been appointed as scrutinizer by
 - (i) the Board of Directors of **STEELCO GUJARAT LIMITED** at its meeting held on 13th August, 2015 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 59th Annual General Meeting (AGM) pursuant to Clause 35-B of the Listing Agreement read with the provisions of Section 108 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and
 - (ii) the Chairman of the AGM held on 30th September, 2015 to conduct a poll under the provisions of Section 109 and other applicable provisions, if any, of the Act read with Rule 21 of the Rules, in respect of the resolutions to be passed at the AGM of the members of the Company, held at the Regd. Office of the Company at **PLOT NO. 2, GIDC ESTATE, PALEJ - 392 220, DIST. BHARUCH, GUJARAT.**
2. The management of the Company is responsible to ensure the compliance with the requirements of Clause 35- B of the Listing Agreement read with the Act and Rules relating to e-voting and poll in respect of the aforesaid resolutions. My responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency





engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at the AGM.

3. I have issued separate Scrutinizer's Report dated 1st October, 2015 on the e-voting (including ballots) & separate report on the poll dtd. 1st October, 2015 on the aforesaid resolutions. I submit combined report for e-voting (including ballots) and poll pursuant to Rule 20 of the Rules in respect of aforesaid resolutions as follows:

Sr. No.	Particulars Ballots/E-Votes	Resolution-1 (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	
1	BALLOTS RECEIVED	34	12	46	630382	31924767	32555149	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	34	12	46	630382	31924767	32555149	100
4	BALLOTS IN FAVOUR	34	11	45	630382	31924747	32555129	100
5	BALLOTS AGAINST	0	1	1	0	20	20	0*
	TOTAL VALID BALLOTS	34	12	46	630382	31924767	32555149	100

*negligible

Sr. No.	Particulars Ballots/E-Votes	Resolution-2 (Ordinary Resolution)						
		No. of Ballots in poll/Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	
1	BALLOTS RECEIVED	34	12	46	630382	31924767	32555149	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	34	12	46	630382	31924767	32555149	100
4	BALLOTS IN FAVOUR	34	11	45	630382	31924747	32555129	100
5	BALLOTS AGAINST	0	1	1	0	20	20	0*
	TOTAL VALID BALLOTS	34	12	46	630382	31924767	32555149	100

*negligible





Sr. No.	Particulars Ballots/E-Votes	Resolution-3 (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	
1	BALLOTS RECEIVED	34	12	46	630382	31924767	32555149	100
2	LESS: INVALID BALLOTS	1	0	1	4100	0	4100	0.01
3	VALID BALLOTS	33	12	45	626282	31924767	32551049	99.99
4	BALLOTS IN FAVOUR	33	11	44	626282	31924747	32551029	100
5	BALLOTS AGAINST	0	1	1	0	20	20	0*
	TOTAL VALID BALLOTS	33	12	45	626282	31924767	32551049	100

Sr. No.	Particulars Ballots/E-Votes	Resolution-4 (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	
1	BALLOTS RECEIVED	34	12	46	630382	31924767	32555149	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	34	12	46	630382	31924767	32555149	100
4	BALLOTS IN FAVOUR	34	10	44	630382	31924737	32555119	100
5	BALLOTS AGAINST	0	2	2	0	30	30	0*
	TOTAL VALID BALLOTS	34	12	46	630382	31924767	32555149	100

* negligible





Sr. No.	Particulars Ballots/E-Votes	Resolution-5 (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	
1	BALLOTS RECEIVED	34	12	46	630382	31924767	32555149	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	34	12	46	630382	31924767	32555149	100
4	BALLOTS IN FAVOUR	34	10	44	630382	31924737	32555119	100
5	BALLOTS AGAINST	0	2	2	0	30	30	0*
	TOTAL VALID BALLOTS	34	12	46	630382	31924767	32555149	100

*negligible

Sr. No.	Particulars Ballots/E-Votes	Resolution-6 (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	
1	BALLOTS RECEIVED	34	12	46	630382	31924767	32555149	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	34	12	46	630382	31924767	32555149	100
4	BALLOTS IN FAVOUR	34	10	44	630382	31924737	32555119	100
5	BALLOTS AGAINST	0	2	2	0	30	30	0*
	TOTAL VALID BALLOTS	34	12	46	630382	31924767	32555149	100

*negligible





Sr. No.	Particulars	Resolution-7 (Special Resolution)						
		No. of Ballots in poll /Electronic Votes (including ballot)			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	
1	BALLOTS RECEIVED	34	12	46	630382	31924767	32555149	100
2	LESS: INVALID BALLOTS	0	0	0	0	0	0	0
3	VALID BALLOTS	34	12	46	630382	31924767	32555149	100
4	BALLOTS IN FAVOUR	34	9	43	630382	31924733	32555183	100
5	BALLOTS AGAINST	0	3	3	0	34	34	0*
	TOTAL VALID BALLOTS	34	12	46	630382	31924767	32555149	100

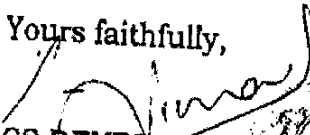
*negligible

(4) I have handed over related papers/ registers and records for safe custody to Mr. Achal Thakkar, Company Secretary of the Company authorized by the Board to supervise the process.

(5) You may accordingly declare the result of voting.

Thanking You,

Yours faithfully,


CS DEVESH A. PATHAK
Practising Company Secretary
Membership no. 4558

Place: Vadodara
Date: 1st October, 2015



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SAYAJIGUNJ, VADODARA-390 020
REGD. TRADEMARK AGENT

1st October, 2015

To
Company Secretary
STEELCO GUJARAT LIMITED
PLOT NO. 2, GIDC ESTATE,
PALEJ - 392 220,
DIST. BHARUCH,
GUJARAT

Dear Sir/Madam,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 25th Annual General Meeting pursuant to Clause 35-B of the Listing Agreement read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules").

- (1) I, Devesh A. Pathak, Practising Company Secretary, has been appointed as the scrutinizers by the Board of Directors of **STEELCO GUJARAT LIMITED** to conduct the electronic voting process in respect of all shareholders' resolution bearing serial no. 1 to 7 to be passed at the Annual General meeting of the Company to be held on 30th September, 2015 as set out in the Notice dated 13th August, 2015 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Clause no. 6 of this Report pursuant to Clause 35- B of the Listing Agreement read with Section 108 of the Act and Rule 20 of the Rules.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of Clause 35-B of the Listing Agreement read with the Act and the rules framed thereunder for providing e-voting facility to its shareholders in respect of the aforesaid resolutions. My responsibility as a Scrutinizer for conducting e-voting process is restricted to report on the votes cast 'in favour' or 'against' the aforesaid resolutions based on the reports generated from the e-voting system provided by Central Depository





Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities engaged by the Company.

- (3) The e-voting facility remained open from 27th September, 2015 at 9.00 a.m. to 29th September, 2015 at 5.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 23rd September, 2015 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 30th September, 2015 at 6.00 p.m. in presence of two witnesses viz. Mr. Alpesh Makwana and Ms. Shruti Goyal who are not in the employment of the Company and who have signed at the end of the report in token of the same.
- (6) Thereafter, the details, inter alia, containing list of Equity Shareholders who e-voted for/ against each of the resolutions were generated from e-voting system provided by CDSL. A summary of the result in respect of each of the aforesaid resolution is as follows:

ORDINARY BUSINESS

Resolution: 1

Adoption of the audited Financial Statement for the year ended on 31st March, 2015 and the reports of the Board of Directors ('the Board') and of Auditors thereon (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	12	31924767	31924767	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	12	31924767	31924767	100
4	VOTES IN FAVOUR	11	31924747	31924747	100
5	VOTES IN AGAINST	1	20	20	0*
	TOTAL VALID E- VOTES	12	31924767	31924767	100

*negligible





Resolution: 2

Appointment of Director in place of Mr. Rashmi Chandaria, who retires by rotation and, being eligible, seeks re-appointment. (Ordinary Resolution).

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	12	31924767	31924767	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	12	31924767	31924767	100
4	VOTES IN FAVOUR	11	31924747	31924747	100
5	VOTES IN AGAINST	1	20	20	0*
	TOTAL VALID E- VOTES	12	31924767	31924767	100

*negligible

Resolution: 3

Appointment of Director in place of Dr. R.S Mamak, who retires by rotation and being, eligible offers himself for reappointment.(Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	12	31924767	31924767	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	12	31924767	31924767	100
4	VOTES IN FAVOUR	11	31924747	31924747	100
5	VOTES IN AGAINST	1	20	20	0*
	TOTAL VALID BALLOTS	12	31924767	31924767	100

* negligible





Resolution: 4

Re-appointment of M/s. Mukesh M. Shah & Co, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of next Annual General General and to authorize the Board to fix their remuneration. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	12	31924767	31924767	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	12	31924767	31924767	100
4	VOTES IN FAVOUR	10	31924737	31924737	100
5	VOTES IN AGAINST	2	30	30	0*
	TOTAL VALID BALLOTS	12	31924767	31924767	100

*negligible

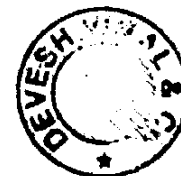
SPECIAL BUSINESS

Resolution: 5

APPOINTMENT OF MS. AMEETA TREHAN (DIN: 07087510), AS AN INDEPENDENT DIRECTOR OF THE COMPANY (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	12	31924767	31924767	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	12	31924767	31924767	100
4	VOTES IN FAVOUR	10	31924737	31924737	100
5	VOTES IN AGAINST	2	30	30	0*
	TOTAL VALID BALLOTS	12	31924767	31924767	100

*negligible





Resolution: 6

Approval to the re-appointment and fixation of remuneration of Cost Auditor for the financial year ending on 31st March, 2016. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	12	31924767	31924767	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	12	31924767	31924767	100
4	VOTES IN FAVOUR	10	31924737	31924737	100
5	VOTES IN AGAINST	2	30	30	0*
	TOTAL VALID BALLOTS	12	31924767	31924767	100

*negligible

Resolution: 7

Authorization to consider and report on erosion of more than fifty percent net worth (Special Resolution)

Sr. No.	Particulars	Electronic Votes (including ballots)			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	12	31924767	31924767	100
2	LESS: INVALID VOTES	0	0	0	0
3	VALID VOTES	12	31924767	31924767	100
4	VOTES IN FAVOUR	9	31924733	31924733	100
5	VOTES IN AGAINST	3	34	34	0*
	TOTAL VALID BALLOTS	12	31924767	31924767	100

*negligible





- (7) I have handed over related papers/ registers and records for safe custody to Mr. Achal Thakkar, Company Secretary of the Company authorized by the Board to supervise the process.
- (8) You may accordingly declare the result of voting.

Thanking you


CS Devesh A. Pathak

(FCS No. 4559)

At Vadodara, 1st day of October, 2015

Witnesses to unblocking of e-votes cast


(Shruti Goyal)


(Alpesh Makwana)