



CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

CS Vimal Betai

B.Com., A.C.S.

DEVESH VIMAL & CO
PRACTISING COMPANY SECRETARIES

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

PHONE : 0265-2362962 TEL/FAX : 0265-2362718
E-mail : maildeveshpathak@rediffmail.com
maildpathak@yahoo.co.in

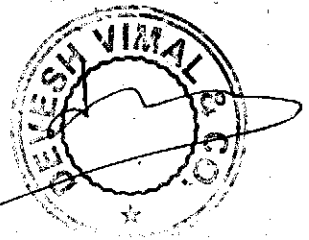
22nd September, 2014

To
The Chairman
Steelco Gujarat Limited
Plot No. 2,
G.I.D.C. Estate, Palej,
Dist. Bharuch,
Gujarat- 392220

Dear Sir/Madam,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 24th 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' resolutions bearing serial no. 1 to 13 to be passed at the 24th Annual General meeting of the Company to be held on 26th September, 2014 as set out in the Notice dated 14th August, 2014 with statement setting out material 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.

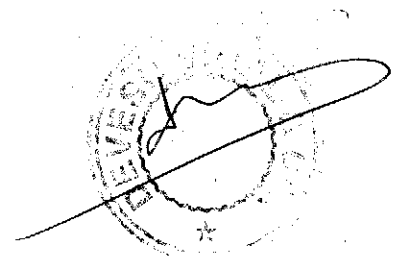
- (3) The e-voting facility remained open from 20th September, 2014 at 9.00 a.m. to 22nd September, 2014 at 6.00 p.m.
- (4) The members of the Company as on the cut off date i.e. 22nd August, 2014 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 22nd September, 2014 at 7.00 p.m. in presence of two witnesses viz. Mr. Vimal Betai and Ms. Heena Shah 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 Audited Statement of Profit and Loss Account for the financial year ended 31st March, 2014, the Balance sheet as on that date as well as the Directors' and Auditors' Report thereon.(Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	2	31921376	31921376	100





Resolution: 2

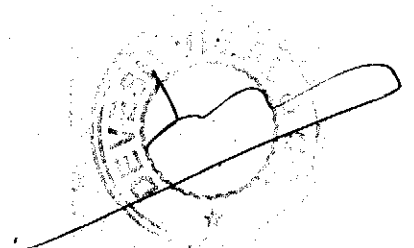
Reappointment of M/s Mukesh M. Shah & Co; Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	2	31921376	31921376	100

Resolution: 3

Appointment of Mr. Vimal Chandaria (DIN: 01375549) as a Retiring Director (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID E- VOTES	2	31921376	31921376	100





Resolution: 4

**Appointment of Mr. Jiban Goswami (DIN: 00734636), as Nominee Director.
(Ordinary Resolution)**

Sr. No.	Particulars	Electronic Votes			
		No. of Members			No. of Members
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100

SPECIAL BUSINESS

Resolution: 5

Appointment of Mr. Mahendra Lodha (DIN: 00012920) as an Independent Director under the Companies Act, 2013 (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100





Resolution: 6

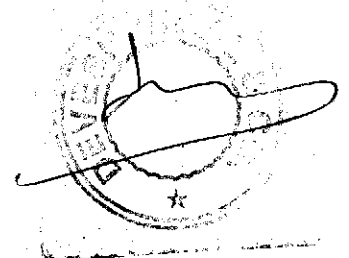
Appointment of Mr. J. Mehra (DIN: 00042789) as an Independent Director under the Companies Act, 2013. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100

Resolution: 7

Appointment of Mr. S. S. Ranjan (DIN: 03151850) as an Independent Director under the Companies Act, 2013. (Ordinary Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100





Resolution: 8

Appointment of and fixation of remuneration payable to Dr. R. S. Mamak (DIN: 02261758), as Executive Vice Chairman of the Company. (Special Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100

Resolution: 9

Reappointment of and fixation of remuneration payable to Mr. N. M. Mohnot (DIN: 01127504) as Managing Director of the Company. (Special Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100





Resolution: 10

Authority to the Board of Directors to borrow upto Rs. 400 crores even if in excess of aggregate of paid up capital and free reserves.(Special Resolution)

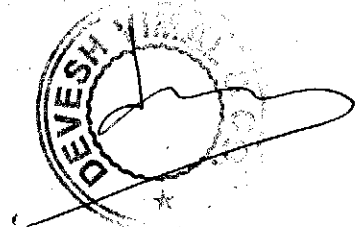
Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100

Resolution: 11

Authority to the Board of Directors to lease/mortgage or otherwise dispose off the undertaking of the Company (other than sale) (Special Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	1	31921366	31921366	100
5	VOTES AGAINST	1	10	10	0*
	TOTAL VALID BALLOTS	2	31921376	31921376	100

* negligible





Resolution: 12

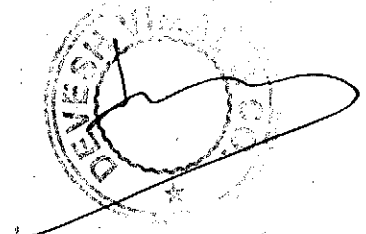
To approve contract for Sales/Purchase of Goods/Materials/Supply or Services with M/s Grip Strapping Technologies Pvt. Ltd. pursuant to section 188 of the Companies Act, 2013(Special Resolution)

Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100

Resolution: 13

To approve the remuneration of cost auditors for the financial year ending on March 31, 2015 (Ordinary Resolution)


Sr. No.	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	VOTES CAST	2	31921376	31921376	
2	LESS: INVALID VOTES	0	0	0	
3	VALID VOTES	2	31921376	31921376	100
4	VOTES IN FAVOUR OF	2	31921376	31921376	100
5	VOTES AGAINST	0	0	0	0
	TOTAL VALID BALLOTS	2	31921376	31921376	100





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

Thanking you,

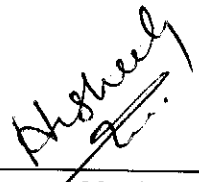

CS Devesh A. Pathak
(FCS No. 4559)

At Vadodara, 22nd day of September, 2014

Witnesses to unblocking of e-votes cast



(Vimal Betail)



(Heena Shah)

