



*CS Devesh A. Pathak*

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

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**DEVESH VIMAL & CO**  
PRACTISING COMPANY SECRETARIES

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

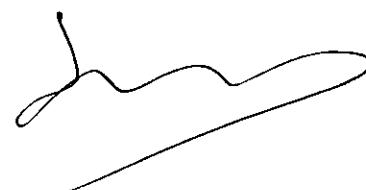
**To**  
**The Chairman**  
**STEELCO GUJARAT LIMITED**  
Plot No. 2, G.I.D.C. Estate,  
Palej, Dist. Bharuch,  
Gujarat- 392220

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 20<sup>th</sup> May, 2016 for the purpose of conducting the e-voting process in respect of all shareholders' resolutions to be passed at the 26<sup>th</sup> Annual General Meeting (AGM) pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') 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 26<sup>th</sup> Annual General meeting held on 30<sup>th</sup> September, 2016 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 plot No. 2, G.I.D.C. Estate, Palej, Dist. Bharuch, Gujarat- 392220.

2. The management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR 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 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 30<sup>th</sup> September, 2016 on the e-voting (including ballots) separate report on the Poll dtd. 30<sup>th</sup> September, 2016 on the poll on the aforesaid resolutions. As requested by the management, I submit combined report for e-voting (including ballots) and poll in respect of aforesaid resolutions as follows:

Sr. No.	Particulars Ballots/E-Votes	Resolution-1 Adoption of the audited Financial Statements as at 31 <sup>st</sup> March 2016 together with the reports of the Board of Directors ('the Board') and of Auditors thereon (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	33	4	37	303	31,922,335	31,922,638	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	0	0	0	0	
3	VALID BALLOTS/E-VOTES	33	4	37	303	31,922,335	31,922,638	100
4	BALLOTS/E-VOTES IN FAVOUR	33	4	37	303	31,922,335	31,922,638	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	33	4	37	303	31,922,335	31,922,638	100



Sr. No.	Particulars	Resolution-2 Appointment of Director in place of Shri Vimal Chandaria (DIN: 01375549), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	33	4	37	303	31,922,335	31,922,638	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	0	0	0	0	
3	VALID BALLOTS/E-VOTES	33	4	37	303	31,922,335	31,922,638	100
4	BALLOTS/E-VOTES IN FAVOUR	33	4	37	303	31,922,335	31,922,638	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	33	4	37	303	31,922,335	31,922,638	100

Sr. No.	Particulars	Resolution-3 Appointment of Director in place of Shri Jiban Goswami (DIN:00734636), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	33	4	37	303	31,922,335	31,922,638	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	0	0	0	0	
3	VALID BALLOTS/E-VOTES	33	4	37	303	31,922,335	31,922,638	100
4	BALLOTS/E-VOTES IN FAVOUR	33	4	37	303	31,922,335	31,922,638	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	33	4	37	303	31,922,335	31,922,638	100

Sr. No.	Particulars	<b>Resolution-4</b> Re-appointment of M/s. Mukesh M. Shah & Co., Chartered Accountants, (Firm Registration No. 106625W), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and authority to the Board to fix their remuneration. <b>(Ordinary Resolution)</b>						
		No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	33	4	37	303	31,922,335	31,922,638	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	0	0	0	0	
3	VALID BALLOTS/E-VOTES	33	4	37	303	31,922,335	31,922,638	100
4	BALLOTS/E-VOTES IN FAVOUR	33	4	37	303	31,922,335	31,922,638	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	33	4	37	303	31,922,335	31,922,638	100

Sr. No.	Particulars	Resolution-5 Approval to Sale of land to Steelco Colour Coating Limited. (Special Resolution)						
		No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	33	4	37	303	31,922,335	31,922,638	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	0	0	0	0	
3	VALID BALLOTS/E-VOTES	33	4	37	303	31,922,335	31,922,638	100
4	BALLOTS/E-VOTES IN FAVOUR	33	4	37	303	31,922,335	31,922,638	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	33	4	37	303	31,922,335	31,922,638	100

Sr. No.	Particulars	Resolution-6 Approval to remuneration of Cost Auditor for the Financial Year ending 31 <sup>st</sup> March, 2017. (Ordinary Resolution)						
		No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	33	4	37	303	31,922,335	31,922,638	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	0	0	0	0	
3	VALID BALLOTS/E-VOTES	33	4	37	303	31,922,335	31,922,638	100
4	BALLOTS/E-VOTES IN FAVOUR	33	4	37	303	31,922,335	31,922,638	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	33	4	37	303	31,922,335	31,922,638	100



Sr. No.	Particulars	Resolution-7 Approval to offer, issuance and allotment of 6% new 3,00,00,000 redeemable cumulative non-convertible preference shares, each of Rs.10/- to Spica Business Corp, Panama. <b>(Special Resolution)</b>						
		No. of Ballots in poll /Electronic Votes			No. of Votes			%
		No. of Ballots in poll	No. of E-Votes	Total	Physical	Electronic	Total	Total
1	BALLOTS/E-VOTES RECEIVED	33	4	37	303	31,922,335	31,922,638	
2	LESS: INVALID BALLOTS/E-VOTES	0	0	0	0	0	0	
3	VALID BALLOTS/E-VOTES	33	4	37	303	31,922,335	31,922,638	100
4	BALLOTS/E-VOTES IN FAVOUR	33	4	37	303	31,922,335	31,922,638	100
5	BALLOTS/E-VOTES AGAINST	0	0	0	0	0	0	0
	<b>TOTAL VALID BALLOTS/E-VOTES</b>	33	4	37	303	31,922,335	31,922,638	100

(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. 4559

Place: Vadodara  
Date: 30<sup>th</sup> September, 2016