

**MGT-13**  
**CONSOLIDATED REPORT OF SCRUTINIZER**  
**ON REMOTE E-VOTING AND VOTING THROUGH POLL**

*[Pursuant to rule section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies(Management and Administration) Rules, 2014]and Regulation 44 of the SEBI (LODR) Regulations)*

To  
The Chairman of 21<sup>st</sup> Annual General Meeting of the Members of  
**SRU Steels Limited**  
416-417-432, RajendraJaina Tower-1  
Plot No. 18 Wazirpur, Shopping Complex, Delhi-110052

**SUB: REPORT ON E-VOTING AND VOTING BY POLL COUNDUCTED AT 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE SRU STEELS LIMITED, HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2016 AT 10:00 A.M THE REGISTERED OFFICE OF THE COMPANY AT 416-417-432, RAJENDRAJAINA TOWER-1 PLOT NO. 18 WAZIRPUR, SHOPPING COMPLEX, DELHI-110052**

Dear Sir,

**1. APPOINTMENT AS SCRUTINIZER:**

I Was appointed as the scrutinizer for conducting the remote e-voting process and voting through polling paper, in pursuance of the provision of the Companies Act 2013 read with Rule 20 of the Companies (management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules 2016 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 at the 21<sup>st</sup> Annual General Meeting of "SRU Steels Limited" ("Company") held on Friday, 30<sup>th</sup>Day of September, 2016 at 10:00 A.M at 416-417-432, Rajendra Jaina Tower-1, Plot No. 18, Wazirpur, Shopping Complex, Delhi-110052.

**2. AGENCY:**

The Company had appointed Central Depository Services (India) Limited as the agency for providing the remote e-voting platform. The service provider accordingly has set-up e-voting facility on their website.



### **3. DISPATCH OF NOTICE CONVENING THE MEETING**

The Company has completed on 05<sup>th</sup> September, 2016 the dispatch of Notice of AGM along with the details of Login ID and password to its member through courier (The Professional Couriers) and through Mail by CDSL to members whose email id was registered with the company or its Registrar and Transfer Agent.

### **4. CUT OF DATE:**

The voting right were reckoned as on September 23,2016 being the Cut-off date for the purpose of deciding the entitlement of members at the remote e-voting and voting at the Meeting.

### **5. REMOTE E-VOTING**

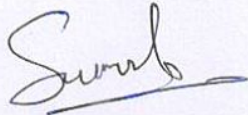
Remote E-voting platform was open from **Tuesday, September 27, 2016 to Thursday September 29, 2016** on Thursday and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolution, on the e-voting platform provided by CDSL.

### **6. VOTING AT THE AGM**

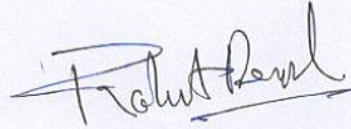
- A. As prescribed under the Rule 20(4) (xiii) of the Companies (Management and Administration Amendment Rule, 2015 for the purpose of ensuring the members who have cast their vote through remote e-voting do not vote again at the general meeting, the scrutinizer shall have the access after closure of period of remote e-voting and before the start of general meeting, to only such details related to members who cast their vote through remote e-voting such as their name, DP ID/Client, folios, number of shares held but not the manner in which they have voted.
- B. Accordingly, CDSL, the remote e-voting Agency provided us with the name DP ID/Client, folios, shareholding of the members who had cast their votes through remote e-voting.
- C. In line with the provision of the Companies Act 2013 and in term of the clarification issued by MCA, Voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the shareholders. Therefore, at the 21<sup>st</sup> AGM of the Company, voting was conducted by poll under Rule 21 of the Companies (Management and Administration Amendment Rule, 2014 as amended.
- D. At the AGM, after the declaration of Poll by the Chairman, 1 ballot box kept for polling was locked in my presence with due identification marks placed by me.
- E. Considering the aforesaid, ballot papers were has issued to the members who attended the meeting.

7. COUNTING PROCESS:

- a. On completion of the Voting at the meeting, a list of the members as provided by the RTA of the Company has been handover to me who had cast their votes, their holding details and details of vote cast on each of the resolution.
- b. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/proxies lodged with the Company.
- c. The locked ballot box was subsequently opened in my presence along with two witness a) Mr. Sunny Khurana, S/o H.L Khurana, R/o B-186 Tagore Garden Extension, New Delhi 110027 and b) Mr. Rohit Bansal, S/o B.L Bansal, R/o A-57, Tagore Garden Extension, New Delhi 110027, who are not in the employment of the Company and poll were diligently scrutinized. The witnesses have signed below in confirmation of the ballot Boxes being unlocked in my presence. The Poll paper have been reconciled with the record maintained by the company and RTA of the company and authorized /proxies lodged with the Company.



(SUNNY KHURANA)

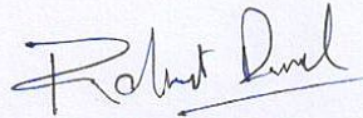


(ROHIT BANSAL)

- d. No polling papers which were incomplete and/or which were otherwise found defective.
- e. After counting the votes cast by the member and proxy holders present at the AGM of the company through polling papers the vote casted through remote e voting by the members were unblocked on 30<sup>th</sup> September 2016 at in the presence of two witnesses a) Mr. Sunny Khurana, S/o H.L Khurana, R/o B-186 Tagore Garden Extension, New Delhi 110027 and b) Mr. Rohit Bansal, S/o B.L Bansal, R/o A-57, Tagore Garden Extension, New Delhi 110027, who are not in the employment of the company. They have signed below in the confirmation of the votes being unblocked in their presence.



(SUNNY KHURANA)



(ROHIT BANSAL)

- f. Thereafter, the details containing inter-alia, the information about shareholder voting "For" AND "AGAINST" the resolution, were generated from the e-voting website of CDSL.

**8. RESULTS:**

**8.1 I observed that:**

- a. 34 members had cast their vote at the meeting and out of which none vote has been found invalid.
- b. Members had cast their vote through remote e voting are as follows:

RESOLUTION NO.	NO OF PERSON VOTED
1	85
2	85
3	85
4	85

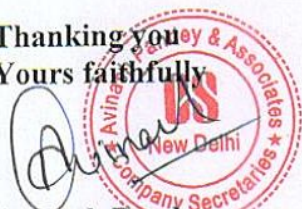
8.2 Based on the report generated from the e-voting system provided by CDSL and vote casted on poll, we submit the consolidated result of e-voting and Poll herewith, in respect to each item on the agenda as set out in the Notice of the 21<sup>ST</sup> AGM dated 13<sup>th</sup> August, 2016.

9. The management of the Company is responsible to ensure the compliances with the requirement of the Companies Act 2013 and Rules thereof on the resolution contained in the Notice of 21<sup>st</sup> AGM. Our responsibilities as scrutinizer are restricted to make a Scrutinizer Report of the votes cast "For" or "Against" the resolution stated in the notice.

10. Based on the above voting, all resolution carried on with requisite majority, accordingly we request the Chairman of the 21<sup>st</sup> AGM to declare the result of the meeting.

11. The register, all other papers and relevant records relating to remote e voting and voting by poll (polling paper) at the 21<sup>st</sup> AGM shall remain in my safe custody until the chairman consider, approves and sign the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you  
Yours faithfully



Avinash Pandey  
Company Secretary  
CP No: 10194

Date: 01<sup>st</sup> October, 2016  
Place: New Delhi

## ANNEXURE TO SCRUTINIZER REPORT

### ORDINARY RESOLUTION NO. 1:

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup>March, 2016 including Audited Balance Sheet as at 31<sup>st</sup>March, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Vote in favour of the resolution			Vote against the resolution			No. of Invalid Votes	
	No. of Members Voted	No. of Shares held	%	No. of Members Voted	No. of Shares held	%	No. of members	No. of Votes
Poll at AGM	30	108800	1.68	4	25300	0.039	Nil	Nil
Remote E-voting	69	6269500	97.04	16	57000	0.88	Nil	Nil
<b>Total Voting</b>	<b>99</b>	<b>6378300</b>	<b>98.73</b>	<b>20</b>	<b>82300</b>	<b>1.27</b>	<b>Nil</b>	<b>Nil</b>

### ORDINARY RESOLUTION NO. 2:

To appoint a Director in place of Ms. Richa Agarwal (DIN: 00082722), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

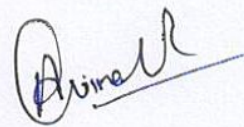
Manner of Voting	Vote in favour of the resolution			Vote against the resolution			No. of Invalid Votes	
	No. of Members Voted	No. of Shares held	%	No. of Members Voted	No. of Shares held	%	No. of members	No. of Votes
Poll at AGM	29	130800	2.02	5	3300	0.05	Nil	Nil
Remote E-voting	67	6268900	97.03	18	57600	0.89	Nil	Nil
<b>Total Voting</b>	<b>96</b>	<b>6399700</b>	<b>99.05</b>	<b>23</b>	<b>60900</b>	<b>0.94</b>	<b>Nil</b>	<b>Nil</b>



**ORDINARY RESOLUTION NO. 3:**

To ratify the appointment of M/s B. M. Sharma & Associates (Firm Registration No. 007944N), Chartered Accountants as statutory Auditors of the Company and authorize the Board of Directors to fix the remuneration.

Manner of Voting	Vote in favour of the resolution			Vote against the resolution			No. of Invalid Votes	
	No. of Members Voted	No. of Shares held	%	No. of Members Voted	No. of Shares held	%	No. of members	No. of Votes
Poll at AGM	29	100900	1.56	5	33200	0.51	Nil	Nil
Remote E-voting	66	6268800	97.03	19	57700	0.89	Nil	Nil
<b>Total Voting</b>	<b>95</b>	<b>6369700</b>	<b>98.59</b>	<b>24</b>	<b>90900</b>	<b>1.40</b>	<b>Nil</b>	<b>Nil</b>

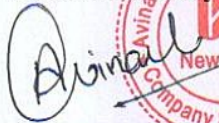


**SPECIAL RESOLUTION NO. 4:**

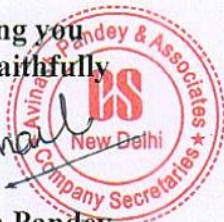
TO PROVIDE LOAN, GUARANTEE SECURITY AND INVESTMENT OF RS. 200 CRORES (RUPEES TWO HUNDRED CRORES ONLY).

Manner of Voting	Vote in favour of the resolution			Vote against the resolution			No. of Invalid Votes	
	No. of Members Voted	No. of Shares held	%	No. of Members Voted	No. of Shares held	%	No. of members	No. of Votes
Poll at AGM	30	131800	2.04	4	2300	0.03	Nil	Nil
Remote E-voting	67	6269700	97.04	18	56800	0.88	Nil	Nil
<b>Total Voting</b>	<b>97</b>	<b>6401500</b>	<b>99.08</b>	<b>22</b>	<b>59100</b>	<b>0.91</b>	<b>Nil</b>	<b>Nil</b>

Thanking you  
Yours faithfully



Avinash Pandey  
Company Secretary  
CP No:10194



Date: 01<sup>st</sup> October, 2016  
Place: New Delhi