



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN SPECIAL STEELS LIMITED

CHANDIGARH ROAD
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Ref. VSSL:SCY:OCT:2022-23

Dated: 01-Oct-2022

BSE Limited,
New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, MUMBAI-400001.
Scrip Code: 534392

The National Stock Exchange of India Ltd,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
MUMBAI-400 051
Scrip Code: VSSL

SUB: 12TH ANNUAL GENERAL MEETING – SCRUTINIZER REPORT

In respect of the 12th Annual General Meeting of the Company held on 30th September, 2022, please find enclosed herewith Report of Scrutinizer dated 30th September, 2022 pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Kindly note that the meeting commenced at 09:30 a.m. and concluded at 10:00 a.m.

Kindly take the same on record.

Thanking you,
Yours faithfully,

FOR VARDHMAN SPECIAL STEELS LIMITED

(SONAM TANEJA)
Company Secretary

HARSH GOYAL & ASSOCIATES

COMPANY SECRETARIES

4TH FLOOR, NOBLE ENCLAVE, BHAI WALA CHOWK, FEROZEPUR ROAD, LUDHIANA.
PHONES : (O) 0161-2772872, (M) : 98140-09461, FAX : 0161-5018501.

30th September, 2022

The Chairman of
12th Annual General Meeting of
Vardhman Special Steels Limited
CIN: L27100PB2010PLC033930
Regd. Off: Vardhman Premises
Chandigarh Road, Ludhiana
Punjab 141010.

Subject: Consolidated Scrutinizer's Report for Remote E-voting and Electronic Voting at the 12th Annual General meeting (AGM) of the Company held on Friday, 30th September, 2022

The Board of Directors of the Company at its meeting held on 29.04.2022 had appointed me as Scrutinizer for remote e-voting and also for electronic voting at the AGM in respect of below mentioned eleven resolutions proposed at the 12th AGM of the company held on Friday, 30th September, 2022 at 09.30 a.m.(IST) through video conferencing/ other audio visual means.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has confirmed that the notice convening the 12th AGM of the company along with the instructions for the remote e-voting and electronic voting at the AGM and the annual report for the financial year 2021-22 were sent through electronic mode to those members whose e-mail addresses were registered with the company/Depository Participant(s) for communication purposes in compliance with applicable MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022 (collectively referred to as 'MCA Circulars') and SEBI circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 (collectively referred to as 'SEBI Circulars')

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The Company has published a notice in this regard in Business Standard (newspaper in English) and Desh Sewak (newspaper in Punjabi) on 09.09.2022.

Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided remote e-voting facility and also electronic voting facility at the AGM to its members in respect of business to be transacted at AGM.

The Company had appointed Central Depository Services Limited (CDSL) as the service provider, for the facility of Remote e-voting as well as electronic voting facility at the AGM to those members of the company who had not cast their vote through remote e-voting.

Cut-off date : 23rd September, 2022
Remote e-voting commencement date : 27th September, 2022 at 09.00 am
Remote e-voting end date : 29th September, 2022 at 05.00 pm

On completion of electronic voting at the AGM, the results of the remote e-voting and electronic voting by members at the AGM, on the CDSL e-voting platform were unblocked by me, downloaded and diligently scrutinized.

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, Circulars issued by MCA & SEBI relating to remote E-voting and electronic voting at the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and electronic voting at the AGM is to report on the votes cast in favour or against the resolutions based on the available data.

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The results of the remote e-voting and electronic voting are as under:

Item No. 1

Ordinary Business- Ordinary Resolution

Adoption of Audited Financial Statements of the Company together with the reports of Board of Directors and Auditors thereon for the financial year ended 31st March, 2022.

No. of Members who cast their vote	No. of shares voted	% of Total paid-up share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	143	31837491	0	0	31837491	100
Dissent	0	0	0	0	0	0
Total	143	31837491	0	0	31837491	100

Item No. 2

Ordinary Business- Ordinary Resolution

Declaration of Dividend

No. of Members who cast their vote	No. of shares voted	% of Total paid-up share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	143	31837491	0	0	31837491	100
Dissent	0	0	0	0	0	0
Total	143	31837491	0	0	31837491	100

Contd....4



Item No. 3

Ordinary Business- Ordinary Resolution

Re-appointment of Mr. Rajinder Kumar Jain as a Director liable to retire by rotation.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	141	31818612	0	0	31818612	99.94
Dissent	2	18879	0	0	18879	0.06
Total	143	31837491	0	0	31837491	100

Item No. 4

Special Business- Ordinary Resolution

Ratification of the remuneration payable to Cost Auditors for the financial year ending 31st March, 2023.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	143	31837491	0	0	31837491	100
Dissent	0	0	0	0	0	0
Total	143	31837491	0	0	31837491	100

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Item No. 5

Special Business- Special Resolution

Approval of continuation of directorship of Mr. Rajinder Kumar Jain as a Non-Executive Director of the Company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	141	31818612	0	0	31818612	99.94
Dissent	2	18879	0	0	18879	0.06
Total	143	31837491	0	0	31837491	100

Item No. 6

Special Business -Ordinary Resolution

Appointment of Mr. Toshio Ito as a Non-Executive Non-Independent Director of the Company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	143	31837491	0	0	31837491	100
Dissent	0	0	0	0	0	0
Total	143	31837491	0	0	31837491	100

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Item No. 7

Special Business –Special Resolution

Appointment of Mr. Suman Chatterjee as an Independent Director of the Company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	143	31837491	0	0	31837491	100
Dissent	0	0	0	0	0	0
Total	143	31837491	0	0	31837491	100

Item No. 8

Special Business –Special Resolution

Appointment of Mrs. Vidya Shah as an Independent Director of the Company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	142	31837484	0	0	31837484	100
Dissent	1	7	0	0	7	0*
Total	143	31837491	0	0	31837491	100

*Negligible so not taken into account

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Item No. 9

Special Business –Ordinary Resolution

Appointment of Mr. Rajeev Gupta as a Non-Executive Non-Independent Director of the Company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	141	31818612	0	0	31818612	99.94
Dissent	2	18879	0	0	18879	0.06
Total	143	31837491	0	0	31837491	100

Item No. 10

Special Business –Special Resolution

Re-appointment of Mr. Rakesh Jain as an Independent Director of the Company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	143	31837491	0	0	31837491	100
Dissent	0	0	0	0	0	0
Total	143	31837491	0	0	31837491	100

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Item No. 11

Special Business –Special Resolution

Appointment of Mr. Rajendar Kumar Rewari as an Executive Director of the Company.

No. of Members who cast their vote	No. of shares voted	% of Total share capital
143	31837491	78.49

	Remote e-voting		Electronic Voting at the AGM		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%age
Assent	143	31837491	0	0	31837491	100
Dissent	0	0	0	0	0	0
Total	143	31837491	0	0	31837491	100

All the above Resolutions have been passed by the members with requisite majority.

I, hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-voting and electronic voting at the AGM. I shall be arranging to hand over these records to you or such other person authorised by you.

For Harsh Goyal & Associates
Company Secretaries

(Harsh Kumar Goyal)

Prop.

FCS: 3314

CP:2802

UDIN: F003314D001094844

