

**CORPORATE OFFICE**

📍 D.No. 30-15-138/20, 2nd Floor,  
Binayaka Complex, Dabagardens,  
Visakhapatnam - 530020



0891 2501182



0891 6643653



info@narayanisteels.com



www.narayanisteels.com

GSTIN : 37AAACN8563G1Z8

CIN : L27109WB1996PLC082021



# **NARAYANI**

## **STEELS LIMITED**

To,  
The Listing and Compliance Department,  
BSE Limited,  
P J Towers, Dalal Street,  
Mumbai - 400001,  
Scrip Code: - 539363

**Ref: Scrip Code - 540080**

**Subject: Submission of Minutes of the Proceeding relating to the Declaration of Result on Voting by Postal Ballot/E- Voting.**

Dear Sir/Madam,

This is with reference to above subject matter and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the certified true copy of the minutes of the proceedings held on Monday, 14th January, 2019 relating to declaration of results on voting by Postal Ballot (including e-voting) conducted pursuant to Postal Ballot Notice dated 03rd December, 2018.

You are kindly requested to take the above information on record.

Thanking you

Yours Faithfully,

**For Narayani Steels Limited**



**Sunil Choudhary**  
**Chairman and Managing Director**  
**DIN: 00289479**



**Encl:as above**



Steel



Coal



Minerals



Import



Export



Logistics



Warehousing



Agriculture



Brokerage

**NARAYANI STEELS LIMITED**

MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON 14TH JANUARY, 2019 AT 05.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 30-15-138/20, II FLOOR, BINAYAKA COMPLEX DABAGARDENS, VISAKHAPATNAM – 530020 FOR THE SPECIAL RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 3RD DECEMBER, 2018.

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**Present:**

Mr.Sunil Choudhary	Chairman cum Managing Director (duly authorized to declare the results of the Postal Ballot)
Ms.Bina Choudhary	Director
Mr.Bivor Bagaria	Director and CFO
Atul Kumar Saxena	Director

1. The proceeding of the declaration of results was attended by 4 Members present in person.
2. Mr. Sunil Choudhary, Managing Director and Chairman of the Board, duly authorized for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated 03th December, 2018 to the Members, seeking their consent with respect to the migration of Company from BSE SME Platform to Main Board of BSE Limited.



3. Mr. Sunil Choudhary placed on record the following actions of the Board conducted in compliance with the provisions of the Act:-
- The Board of Directors had appointed Messers. Navneet Agrawal & Associates, Practicing Chartered Accountants, (FRN: 015892S), to act as the Scrutinizer for Postal Ballot (including e-voting) Process.
  - The Company had provided Members with an option of voting electronically (e-voting).
  - On 14th December, 2018, the dispatch of Postal Ballot Notice, Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope (BRE) was dispatched to the Members who had not registered their e-mail ID's with the Depositories or with the Company.
  - On 14th December, 2018, the Company had sent an e-mail to the members for e-voting who have registered their e-mail ID's with Depository Participant(s) or with the Company.
  - The voting period commenced on Saturday, 15th December, 2018, IST at 9.00 a.m. and ended on Sunday, 13th January, 2019, IST at 5.00 p.m.
  - The cut-off date, for the purpose of determining the number of members was Friday, 7th December, 2018 and the total number of members as on cut-off date were 242.
4. Mr. Navneet Agrawal, Scrutinizer had carried out scrutiny of all the Postal Ballot Forms and e-votes received upto the close of working hours on 13th January, 2019, being the last day of e-voting module for Postal Ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data/reports received by him.
5. The Scrutinizer had submitted his Report on Monday, 14th January, 2019. The details of voting of the Special Resolution set out in the notice dated 3rd December, 2018 are as under:-



Particulars	Number
Number of valid votes received	72,30,000
<b>Votes in favour of the Resolution</b>	<b>72,30,000</b>
<b>Votes against the Resolution</b>	<b>0</b>
Number of invalid Postal Ballot & Electronic Votes received	0

6. Thereafter Mr. Sunil Choudhary proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.

### **SPECIAL RESOLUTION**

#### **Migration from BSE SME Platform to Main Board**

"**RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act 2013, ICDR Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all the Directors and/or the Company Secretary be and are hereby authorised jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

**RESOLVED FURTHER THAT** all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

7. Thereafter, Mr. Sunil Choudhary announced that the aforesaid Resolution as set out in Postal Ballot Notice dated 03rd December, 2018 was duly approved.
8. Mr. Sunil Choudhary, also stated that the following actions will be completed within the prescribed time limits:-



- Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
- Uploading the results of Postal Ballot on the website of the Company;

There being no further business for discussion, the proceedings concluded with a vote of thanks to the Chair.

Entered in the Minutes Book on 16th day of January, 2019 in Visakhapatnam

S. C. 4



**SUNIL CHOUDHARY**

**CHAIRMAN**

**Date:16.01.2019**

**Place:Visakhapatnam**