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**STEELCAST LIMITED**

REGD. OFFICE & WORKS RUVAPARI ROAD  
BHAVNAGAR, GUJARAT  
INDIA 364 005  
PHONE (91) (278) 251 9062  
FAX (91) (278) 242 0589, 251 9831  
E-MAIL info@steelcast.net  
WEBSITE www.steelcast.net  
CIN L27310GJ1972PLC002033

AC/1341-A/IX

By Listing Center &amp; Courier

March 17, 2016

To  
Listing Compliance Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

Dear Sir,

**Sub: Report of proceedings of 45<sup>th</sup> Annual General Meeting of the members of the Company held on August 9, 2016 at Nilambag Palace Hotel, Bhavnagar 364 001, Gujarat.**

**Ref: Scrip Code 513517**

Please find enclosed herewith the report of the proceedings of the 45<sup>th</sup> Annual General Meeting of the members of the Company held on Tuesday, August 9, 2016, was started at 4:30 p.m. and concluded at 5:00 p.m, at the Registered Office of the Company, Ruvapari Road, Bhavnagar 364 005, Gujarat.

**The following businesses as mentioned in the notice of the 45<sup>th</sup> Annual General Meeting were transacted at the Meeting:**

**Item No. 1 (Ordinary Resolution):** (The members unanimously approved and adopted the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of the Board of Directors' and Auditors' thereon as per Item No. 1 of the Notice of 45<sup>th</sup> Annual General Meeting.

**Item No. 2 (Ordinary Resolution):** The Members unanimously approved appointment of Mrs. Manali C. Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retired by rotation as per Item No. 2 of the Notice of 45<sup>th</sup> Annual General Meeting.

**Item No. 3 (Ordinary Resolution):** The Members unanimously ratified appointment of M/s. Sanghavi & Co., having Firm Registration No. 109099W, Chartered Accountants as Statutory auditors and fix their remuneration for the financial year 2016-17 as per Item No. 3 of the Notice of 45<sup>th</sup> Annual General Meeting.

**Item No. 4 (Ordinary Resolution):** The Members unanimously ratified the remuneration to be paid to M/s. S K Rajani & Co., Cost Auditors (FRN.101113), for the financial year 2016-17 as per Item No. 4 of the Notice of 45<sup>th</sup> Annual General Meeting of the Company.



**Item No. 5 (Special Resolution):** The Members unanimously approved reappointment of Mr. Chetan M Tamboli having Director Identification Number 00028421 as Managing Director of the Company as per Item No. 5 of the Notice of 45<sup>th</sup> Annual General Meeting of the Company.

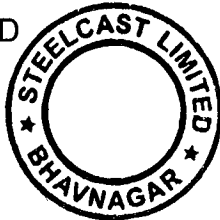
Please take the same on your record.

Thanking You,

Yours faithfully,  
For STEELCAST LIMITED



(Chetan M Tamboli)  
CHAIRMAN & MANAGING DIRECTOR



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AC/1341-A/IX

By E-mail &amp; Courier

11 August, 2016

Listing Compliance Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

Dear Sir,

**Sub: Disclosure of e-voting and poll result of the 45<sup>th</sup> Annual General Meeting of the members of STEELCAST LIMITED held on 9th August, 2016 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****Ref: Scrip Code 513517**We wish to inform you that as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 E-voting and Poll result at 45<sup>th</sup> Annual General Meeting General Meeting of the Company held on 9th August, 2016 transacted the following business:**Details of voting Result:**

Sr. No.	Particulars	Details		
1.	Date of the AGM	09.08.2016		
2.	Total No. of Shareholders on the record date (Cut-off Date for E-voting: 03.08.2016 ) (Book closure for AGM: (04.08.2016 to 09.08.2016)	4077		
3.	<b>No of Shareholders present in the meeting either in person or through proxy:</b>			
	<b>Shareholders</b>	<b>In person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Promoter Group	5	-	5
	Public	22	3	26
	<b>Total</b>	<b>27</b>	<b>-</b>	<b>29</b>
4.	<b>No of Shareholders attended the meeting through video conferencing:</b>			
	<b>Shareholders</b>	<b>In person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Promoter Group	Not arranged		
	Public			
	<b>Total</b>			





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### Agenda wise:


Sr. No.	Details of Agenda	Resolution required (ordinary or Special)	Mode of voting (e-voting & poll)	Remarks
1.	To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of the Board of Directors' and Auditors' thereon.	ordinary	e-voting & poll	Passed unanimously
2.	To appoint a Director in place of Mrs. Manali C. Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment.	ordinary	e-voting & poll	Passed unanimously
3.	To ratify appointment of M/s. Sanghavi & Co., having Firm Registration No. 109099W, Chartered Accountants as Statutory auditors and fix their remuneration for the financial year 2016-17	ordinary	e-voting & poll	Passed unanimously
4.	To ratify the remuneration paid to M/s. S K Rajani & Co., Cost Auditors (FRN.101113), for the financial year 2016-17	ordinary	e-voting & poll	Passed unanimously
5.	To reappoint Mr. Chetan M Tamboli having Director Identification Number 00028421 as Managing Director of the Company	Special	e-voting & poll	Passed unanimously

The voting details are annexed herewith in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) along with the report of the Scrutinizer.

You are requested to please take the same on your record.

Thanking You,

Yours faithfully,  
For STEELCAST LIMITED

  
(Chetan M Tamboli)  
CHAIRMAN & MANAGING DIRECTOR  
DIN No.: 00028421





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### Details of Agenda wise Voting Result:

<b>Resolution No. 1 (Ordinary Resolution):</b> To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of the Board of Directors' and Auditors' thereon.								
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Promoter/ public	Mode of voting	No of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter & Promoter group	E-Voting	9268040	9268040	100%	9268040	-	100%	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>9268040</b>	<b>9268040</b>	<b>100%</b>	<b>9268040</b>	-	<b>100%</b>	-
Public Institutional holders	E-Voting	400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>400</b>	-	-	-	-	-	-
Public- Non Institutions	E-Voting	10971560	399339	3.64%	399339	-	100%	-
	Poll		2590	0.02%	2590	-	100%	-
	<b>Total</b>	<b>10971560</b>	<b>401929</b>	<b>3.66%</b>	<b>401929</b>	-	<b>100%</b>	-
<b>Total</b>		<b>20240000</b>	<b>9669969</b>	<b>47.78%</b>	<b>9669969</b>	-	<b>100%</b>	-

<b>Resolution No. 2 (Ordinary Resolution):</b> To appoint a Director in place of Mrs. Manali C. Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment								
Whether promoter/ promoter group are interested in the agenda/resolution?							Yes	
Promoter/ public	Mode of voting	No of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter & Promoter group	E-Voting	9268040	9268040	100%	9268040	-	100%	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>9268040</b>	<b>9268040</b>	<b>100%</b>	<b>9268040</b>	-	<b>100%</b>	-
Public Institutional holders	E-Voting	400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>400</b>	-	-	-	-	-	-
Public- Non Institutions	E-Voting	10971560	399339	3.64%	399339	-	100%	-
	Poll		2590	0.02%	2590	-	100%	-
	<b>Total</b>	<b>10971560</b>	<b>401929</b>	<b>3.66%</b>	<b>401929</b>	-	<b>100%</b>	-
<b>Total</b>		<b>20240000</b>	<b>9669969</b>	<b>47.78%</b>	<b>9669969</b>	-	<b>100%</b>	-





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**Resolution No. 3 (Ordinary Resolution):** To ratify appointment of M/s. Sanghavi & Co., having Firm Registration No. 109099W, Chartered Accountants as Statutory auditors and fix their remuneration for the financial year 2016-17.

Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Promoter/ public	Mode of voting	No of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter group	E-Voting	9268040	9268040	100%	9268040	-	100%	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>9268040</b>	<b>9268040</b>	<b>100%</b>	<b>9268040</b>	-	<b>100%</b>	-
Public Institutional holders	E-Voting	400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>400</b>	-	-	-	-	-	-
Public- Non Institutions	E-Voting	10971560	399339	3.64%	399339	-	100%	-
	Poll		2590	0.02%	2590	-	100%	-
	<b>Total</b>	<b>10971560</b>	<b>401929</b>	<b>3.66%</b>	<b>401929</b>	-	-	-
<b>Total</b>		<b>20240000</b>	<b>9669969</b>	<b>47.78%</b>	<b>9669969</b>	-	<b>100%</b>	-

**Resolution No. 4 (Ordinary Resolution):** To ratify the remuneration paid to M/s. S K Rajani & Co., Cost Auditors (FRN.101113), for the financial year 2016-17.

Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Promoter/ public	Mode of voting	No of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter group	E-Voting	9268040	9268040	100%	9268040	-	100%	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>9268040</b>	<b>9268040</b>	<b>100%</b>	<b>9268040</b>	-	<b>100%</b>	-
Public Institutional holders	E-Voting	400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>400</b>	-	-	-	-	-	-
Public- Non Institutions	E-Voting	10971560	399339	3.64%	399339	-	100%	-
	Poll		2590	0.02%	2590	-	100%	-
	<b>Total</b>	<b>10971560</b>	<b>401929</b>	<b>3.66%</b>	<b>401929</b>	-	-	-
<b>Total</b>		<b>20240000</b>	<b>9669969</b>	<b>47.78%</b>	<b>9669969</b>	-	<b>100%</b>	-





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**Resolution No. 5 (Special Resolution):** To reappoint Mr. Chetan M Tamboli having Director Identification Number 00028421 as Managing Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

**Yes**

Promoter/ public	Mode of voting	No of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter & Promoter group	E-Voting	9268040	9268040	100%	9268040	-	100%	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>9268040</b>	<b>9268040</b>	<b>100%</b>	<b>9268040</b>	<b>-</b>	<b>100%</b>	<b>-</b>
Public Institutional holders	E-Voting	400	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>	<b>400</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	10971560	399339	3.64%	399339	-	100%	-
	Poll		2590	0.02%	2590	-	100%	-
	<b>Total</b>	<b>10971560</b>	<b>401929</b>	<b>3.66%</b>	<b>401929</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>		<b>20240000</b>	<b>9669969</b>	<b>47.78%</b>	<b>9669969</b>	<b>-</b>	<b>100%</b>	<b>-</b>





**SCRUTINIZER'S REPORT**

*[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
45th Annual General Meeting of the Equity Shareholders  
Of Steelcast Limited held on Tuesday, 9<sup>th</sup> Day of August, 2016 at 4.30 PM at  
Nilambag Palace Hotel, Bhavnagar 364 001.

Dear Sir,

I Dinesh G. Bhimani, Proprietor of D. G. Bhimani & Associates, Company Secretaries having my office at 207, Nathwani Chambers, Sardargunj, Anand - 388001 have been appointed as Scrutinizer for remote e-voting (EVEN 104285) and the poll taken on the below mentioned resolution(s), at the 45th Annual General Meeting of the Equity Shareholders of Steelcast Limited held on Tuesday, 9th Day of August, 2016 at 4.30 PM at Nilambag Palace Hotel, Bhavnagar 364 001, submit my report as under:

1. The e-voting period commenced on 4<sup>th</sup> August, 2016 from 9.00 AM and concluded on 8th August, 2016 at 5.00 PM. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. The shareholders holding shares as on the cut-off date i.e. 3rd August, 2016 were entitled to vote on the proposed resolutions (item No. 1 to 5 as set out in the Notice of 45th Annual General Meeting of the Company.)
3. The votes were unblocked at Anand on 9th August, 2016 at 5.05 p.m. in the presence of two witness. Mr. Nirav Parih and Mr. Bhavin Parikh who are not in the employment of the Company.
4. Members have either voted electronically or through ballot. There is no instance of duplication of voting.
5. The results of e-voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the E-voting website of NSDL. The combined results of the voting is as under :





## RESOLUTION NO. 1 – ORDINARY RESOLUTION

To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
17	9667379	6	2590
Total No. of members voted			23
Total number of votes casted by them			9669969
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

## RESOLUTION NO. 2 – ORDINARY RESOLUTION

To appoint a Director in place of Mrs. Manali C. Tamboli, a Non-Independent Non-Executive Director having Director Identification Number 02544323, who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
17	9667379	6	2590
Total No. of members voted			23
Total number of votes casted by them			9669969
Percentage of total voting			100



(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

### RESOLUTION NO. 3 – ORDINARY RESOLUTION

To ratify appointment of Auditors and fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
17	9667379	6	2590
Total No. of members voted			23
Total number of votes casted by them			9669969
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



#### RESOLUTION NO. 4 – ORDINARY RESOLUTION

To ratify remuneration paid to MS. S K Rajani and Co. Cost Accountants.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
17	9667379	6	2590
Total No. of members voted			23
Total number of votes casted by them			9669969
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

#### RESOLUTION NO. 5 – SPECIAL RESOLUTION

To reappoint Mr. Chetan M. Tamboli as Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
17	9667379	6	2590
Total No. of members voted			23
Total number of votes casted by them			9669969
Percentage of total voting			100



(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution through electronic means and ballot papers is enclosed.
7. The relevant records relating to electronic voting and ballot papers shall remain in my safe custody until the Chairman considers, approve and sign the minutes of the 45th Annual General Meeting and the same shall thereafter be handed over to the Chairman/Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

For D. G. Bhimani & Associates  
(Dinesh G. Bhimani)  
Proprietor  
(C.P. No. 6628)



Place : Anand  
Date : 09.08.2016