

# KALYANI STEELS

CIN-L27104MH1973PLC016350

KSL:SEC:

August 12, 2016

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai – 400 001  
Scrip Code : 500235

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
Scrip Symbol : KSL

Dear Sirs,

Sub. : Submission of Voting Results of 43rd Annual General Meeting  
held on 11th August, 2016

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of the business transacted at the 43rd Annual General Meeting of the Company held on 11th August, 2016, as Annexure - I.

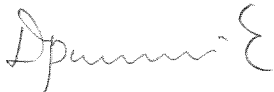
We are also enclosing herewith, the Scrutinizer's Report on remote e-voting and voting through Ballot Paper as Annexure – II.

The above are being uploaded on the Company's Website.

Kindly acknowledge and take the same on record.

Thanking you,

Yours faithfully,  
For KALYANI STEELS LIMITED



MRS.D.R. PURANIK  
COMPANY SECRETARY  
E-mail : [puranik@kalyanisteels.com](mailto:puranik@kalyanisteels.com)

Encl : As above



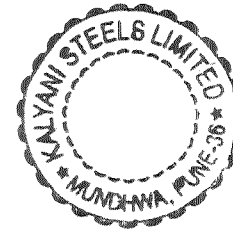
**KALYANI**  
GROUP COMPANY

## Annexure - I

<b>KALYANI STEELS LIMITED</b> <b>43rd Annual General Meeting - Voting Results</b>	
Date of AGM / EGM	43rd Annual General Meeting held on 11th August, 2016
Total number of Shareholders on record date :	36,434
No. of Shareholders present in the meeting either in person or through proxy :	
Promoter and Promoter Group :	8
Public :	43
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group :	
Public :	

For KALYANI STEELS LIMITED

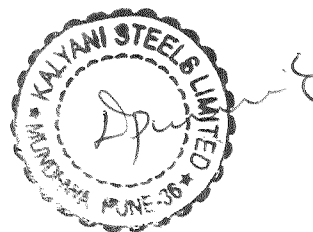
*D. R. Puranik*  
MRS. D. R. PURANIK  
COMPANY SECRETARY



**Agenda-wise Disclosure**

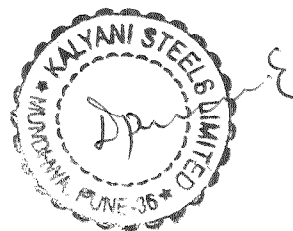
Resolution required : (Ordinary / Special)			Item No.1 : To consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	26,334,901	99.54	26,334,901	-	100.00	-
	Poll*		113,115	0.43	113,115	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		26,455,816	26,448,016	99.97	26,448,016	-	100.00
Public - Institutions	E-Voting	822,283	536,296	65.22	536,296	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		822,283	536,296	65.22	536,296	-	100.00
Public-Non Institutions	E-Voting	16,374,961	2,926,904	17.87	2,926,803	101	100.00	-
	Poll*		351,792	2.15	351,792	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,374,961	3,278,696	20.02	3,278,595	101	100.00
<b>TOTAL</b>		43,653,060	30,263,008	69.33	30,262,907	101	100.00	-

\*Voting through Ballot Paper



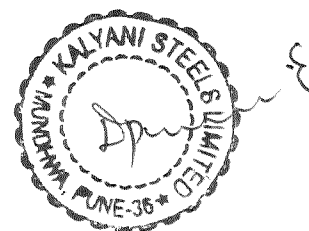
Resolution required : (Ordinary / Special)			Item No.2 : To appoint Director in place of Mr.B.N. Kalyani (DIN 00089380), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes - in favour (4)	No.of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	26,334,901	99.54	26,334,901	-	100.00	-
	Poll*		72,560	0.27	72,560	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		26,455,816	26,407,461	99.82	26,407,461	-	100.00
Public - Institutions	E-Voting	822,283	536,296	65.22	350,000	186,296	65.26	34.74
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		822,283	536,296	65.22	350,000	186,296	65.26
Public-Non Institutions	E-Voting	16,374,961	2,926,904	17.87	2,926,802	102.00	100.00	-
	Poll*		351,792	2.15	351,792	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,374,961	3,278,696	20.02	3,278,594	102	100.00
<b>TOTAL</b>		<b>43,653,060</b>	<b>30,222,453</b>	<b>69.23</b>	<b>30,036,055</b>	<b>186,398</b>	<b>99.38</b>	<b>0.62</b>

\*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.3 : To appoint Director in place of Mr.S.M. Kheny (DIN 01487360), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	26,334,901	99.54	26,334,901	-	100.00	-
	Poll*		105,372	0.40	105,372	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		26,440,273	99.94	26,440,273	-	100.00	-
Public - Institutions	E-Voting	822,283	536,296	65.22	519,995	16,301	96.96	3.04
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		536,296	65.22	519,995	16,301	96.96	3.04
Public-Non Institutions	E-Voting	16,374,961	2,921,739	17.84	2,920,847	892	99.97	0.03
	Poll*		351,778	2.15	351,778	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3,273,517	19.99	3,272,625	892	99.97	0.03
<b>TOTAL</b>		43,653,060	30,250,086	69.30	30,232,893	17,193	99.94	0.06

\*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.4 : Ratification of Appointment of M/s P.G. Bhagwat, Chartered Accountants, Pune as Auditors of the Company (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	26,334,901	99.54	26,334,901	-	100.00	-
	Poll*		113,115	0.43	113,115	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		26,455,816	26,448,016	99.97	26,448,016	-	100.00
Public - Institutions	E-Voting	822,283	536,296	65.22	536,296	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		822,283	536,296	65.22	536,296	-	100.00
Public-Non Institutions	E-Voting	16,374,961	2,925,179	17.86	2,925,077	102	100.00	-
	Poll*		351,792	2.15	351,792	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,374,961	3,276,971	20.01	3,276,869	102	100.00
<b>TOTAL</b>		<b>43,653,060</b>	<b>30,261,283</b>	<b>69.32</b>	<b>30,261,181</b>	<b>102</b>	<b>100.00</b>	<b>-</b>

\*Voting through Ballot Paper



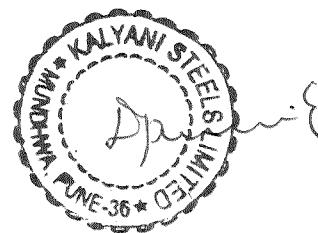
Resolution required : (Ordinary / Special)			Item No.5 : Re-appointment of Mr.R.K. Goyal as Managing Director (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	26,334,901	99.54	26,334,901	-	100.00	-
	Poll*		113,115	0.43	113,115	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		26,455,816	26,448,016	99.97	26,448,016	-	100.00
Public - Institutions	E-Voting	822,283	536,296	65.22	536,296	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		822,283	536,296	65.22	536,296	-	100.00
Public-Non Institutions	E-Voting	16,374,961	2,926,904	17.87	2,926,796	108	100.00	-
	Poll*		351,792	2.15	351,792	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,374,961	3,278,696	20.02	3,278,588	108	100.00
<b>TOTAL</b>		<b>43,653,060</b>	<b>30,263,008</b>	<b>69.33</b>	<b>30,262,900</b>	<b>108</b>	<b>100.00</b>	<b>-</b>

\*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.6 : Related Party Transactions with Kalyani Carpenter Special Steels Private Limited (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			Yes					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Institutions	E-Voting	822,283	536,296	65.22	536,296	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		536,296	65.22	536,296	-	100.00	-
Public-Non Institutions	E-Voting	16,374,961	2,926,404	17.87	2,926,096	308	99.99	0.01
	Poll*		351,792	2.15	351,792	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3,278,196	20.02	3,277,888	308	99.99	0.01
<b>TOTAL</b>		<b>43,653,060</b>	<b>3,814,492</b>	<b>8.74</b>	<b>3,814,184</b>	<b>308</b>	<b>99.99</b>	<b>0.01</b>

\*Voting through Ballot Paper





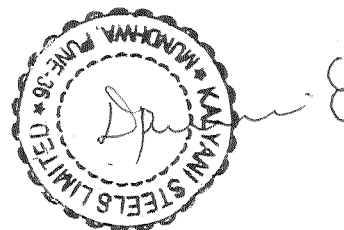
Resolution required : (Ordinary / Special)			Item No.7 : Approve the Remuneration of the Cost Auditors (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes - in favour (4)	No.of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	26,334,901	99.54	26,334,901	-	100.00	-
	Poll*		113,115	0.43	113,115	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		26,448,016	99.97	26,448,016	-	100.00	-
Public - Institutions	E-Voting	822,283	536,296	65.22	536,296	-	100.00	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		536,296	65.22	536,296	-	100.00	-
Public-Non Institutions	E-Voting	16,374,961	2,926,404	17.87	2,925,355	1,049	99.96	0.04
	Poll*		351,792	2.15	351,792	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3,278,196	20.02	3,277,147	1,049	99.97	0.03
<b>TOTAL</b>		<b>43,653,060</b>	<b>30,262,508</b>	<b>69.33</b>	<b>30,261,459</b>	<b>1,049</b>	<b>100.00</b>	<b>0.00</b>

\*Voting through Ballot Paper



Resolution required : (Ordinary / Special)			Item No.8 : Adoption of new set of Articles of Association (Special Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26,455,816	26,334,901	99.54	26,334,901	-	100.00	-
	Poll*		113,115	0.43	113,115	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		26,448,016	99.97	26,448,016	-	100.00	-
Public - Institutions	E-Voting	822,283	536,296	65.22	366,301	169,995	68.30	31.70
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		822,283	536,296	65.22	366,301	169,995	68.30
Public-Non Institutions	E-Voting	16,374,961	2,926,404	17.87	2,925,872	532	99.98	0.02
	Poll*		351,792	2.15	351,792	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,374,961	3,278,196	20.02	3,277,664	532	99.98
<b>TOTAL</b>		43,653,060	30,262,508	69.33	30,091,981	170,527	99.44	0.56

\*Voting through Ballot Paper



# SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune – 411005  
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com

To  
The Chairman,  
Kalyani Steels Limited,  
Mundhwa, Pune-411036

**Sub: Results of E-voting and voting by Poll.**

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Kalyani Steels Limited (“the Company”) for scrutinizing the e-voting process (during August 8, 2016 to August 10, 2016) and voting by poll (at 43<sup>rd</sup> Annual General Meeting (AGM) held on August 11, 2016) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 43<sup>rd</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process by remote e-voting and by poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, on the resolutions, to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (“NSDL”) and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 43<sup>rd</sup> Annual General Meeting of the Company held on August 11, 2016:

- Report on E-voting;
- Report on Poll and
- Combined report of E-voting and Poll

Recd. on

12 AUG 2016

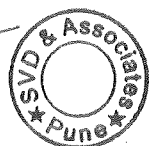



I hereby declare that all the 8 (Eight) resolutions as per the aforesaid Notice of the Annual General Meeting the Company have been passed by requisite majority.

Thanking you,

Yours faithfully,

For **SVD & Associates**



**S. V. Deulkar**

**Partner**

FCS No. 1321

C. P. No. 965

Place: Pune

Date: August 11, 2016

S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman,

43<sup>rd</sup> Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Thursday,  
August 11, 2016 at 11.00 AM at the Registered Office of the Company at Mundhwa, Pune - 411036.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as  
scrutinizer of Kalyani Steels Limited ("the Company") for the purpose of scrutinizing the e-voting  
process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out  
as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and  
Administration) Rules, 2014 on below mentioned resolution(s), at the 43<sup>rd</sup> Annual General Meeting of  
the Equity shareholders of Kalyani Steels Limited held on Thursday, August 11, 2016 at 11.00 AM at  
the Registered Office of the Company at Mundhwa, Pune - 411036. I submit my report as under:

1. The e-voting period remained open from August 8, 2016 (9.00 a.m.) to August 10, 2016 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. August 4, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 8 as set out in the Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of Kalyani Steels Limited)
3. The votes were unblocked on August 11, 2016 at around 12.01 PM in the presence of two witnesses, Ms. Purva Pandit (Kothrud, Pune-411038) and Ms. Amruta Jana (Ganj Peth, Pune-411042) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “for” and “Against”, were downloaded from the e-voting website of National Securities Depository Limited (“NSDL”).

*P. Pandit*

Name: Purna Pandit  
Kothrud, Pune-38

*Jyoti*

Name: AMRUTA JANA  
787 GANJ PEETH  
PUNE 411042



5. The result of the e-voting is as under:

a) **Ordinary Resolution No. 1** – To consider and adopt:

a. Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and Auditors thereon.

b. Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2016.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
77	29798000	100%

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	101	0.00%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) **Ordinary Resolution No. 2** – Re-appointment of Mr. B. N. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
74	29611703	99.37%



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	186398	0.63%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- c) **Ordinary Resolution No. 3** – Re-appointment of Mr. S. M. Kheny, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
71	29775743	99.94%

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
6	17193	0.06%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2	5165

- d) **Ordinary Resolution No. 4** – Ratification of Appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune as Auditors of the Company.





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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
72	29796274	100%

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
3	102	0.00%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
4	1725

e) **Ordinary Resolution No. 5** – Re-appointment of Mr. R. K. Goyal as Managing Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
75	29797993	100%

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	108	0.00%



(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

f) **Ordinary Resolution No. 6** – Related Party Transactions with Kalyani Carpenter Special Steels Private Limited.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
69	3462392	99.99%

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	308	0.01%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
5	26335401

g) **Ordinary Resolution No. 7** – Approve the Remuneration of the Cost Auditors.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
73	29796552	100%



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	1049	0.00%

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	500

h) **Special Resolution No. 8** – Adoption of new set of Articles of Association of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
74	29627074	99.43%

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	170527	0.57%

(iii) **Not voted/Invalid** votes:



Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	500



6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

FCS No. 1321

C. P. No. 965

Place: Pune

Date: August 11, 2016

S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

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Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
43<sup>rd</sup> Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Thursday, August 11, 2016 at 11.00 AM at the Registered Office of the Company at Mundhwa, Pune - 411036.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of Kalyani Steels Limited ("the Company") for the purpose of the poll taken on below mentioned resolution(s), at the 43<sup>rd</sup> Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Thursday, August 11, 2016 at 11.00 AM at the Registered Office of the Company at Mundhwa, Pune - 411036. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid.
4. The result of the Poll is as under:
  - a) **Ordinary Resolution No. 1 – To consider and adopt:**
    - a. Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and Auditors thereon.



b. Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2016.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	464907	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	50

b) **Ordinary Resolution No. 2** – Re-appointment of Mr. B. N. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	424352	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
4	40605

- c) **Ordinary Resolution No. 3** – Re-appointment of Mr. S. M. Kheny, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	457150	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
3	7807

- d) **Ordinary Resolution No. 4** – Ratification of Appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune as Auditors of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	464907	100%



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	50

e) **Ordinary Resolution No. 5** – Re-appointment of Mr. R. K. Goyal as Managing Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	464907	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	50

f) **Ordinary Resolution No. 6** – Related Party Transactions with Kalyani Carpenter Special Steels Private Limited.

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





(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	351792	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
6	113165

g) Ordinary Resolution No. 7 – Approve the Remuneration of the Cost Auditors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	464907	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	50



h) **Special Resolution No. 8** – Adoption of new set of Articles of Association of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	464907	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1	50

5. A list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

S. V. Deulkar

Practicing Company Secretary

FCS No. 1321

C. P. No. 965

Place: Pune

Date: August 11, 2016




S. V. Deulkar  
Practicing Company Secretary  
63, Ashok Nagar, Pune 411007

**Combined Report**  
**Kalyani Steels Limited (CIN: L27104MH1973PLC016350)**  
**Annual General Meeting held on August 11, 2016**

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	<b>Ordinary Resolution:</b> To consider and adopt:  a. Audited Financial Statements for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.  b. Audited Consolidated Financial Statements for the financial year ended 31st March, 2016.	29798000	101	464907	0	30262907	101	Resolution passed with requisite majority
2	<b>Ordinary Resolution:</b> Re-appointment of Mr. B. N. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.	29611703	186398	424352	0	30036055	186398	Resolution passed with requisite majority
3	<b>Ordinary Resolution:</b> Re-appointment of Mr. S. M. Kheny, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.	29775743	17193	457150	0	30232893	17193	Resolution passed with requisite majority
4	<b>Ordinary Resolution:</b> Ratification of Appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune as Auditors of the Company.	29796274	102	464907	0	30261181	102	Resolution passed with requisite majority
5	<b>Ordinary Resolution:</b> Re-appointment of Mr. R. K. Goyal as Managing Director.	29797993	108	464907	0	30262900	108	Resolution passed with requisite majority
6	<b>Ordinary Resolution:</b> Related Party Transactions with Kalyani Carpenter Special Steels Private Limited.	3462392	308	351792	0	3814184	308	Resolution passed with requisite majority
7	<b>Ordinary Resolution:</b> Approve the Remuneration of the Cost Auditors.	29796552	1049	464907	0	30261459	1049	Resolution passed with requisite majority
8	<b>Special Resolution:</b> Adoption of new set of Articles of Association of the Company.	29627074	170527	464907	0	30091981	170527	Resolution passed with requisite majority

Place: Pune

Date: August 11, 2016

  
**S.V. DEULKAR**  
COMPANY SECRETARY  
FCS 1321 C P 965  
63 Ashok Nagar-Pune-411007