

KALYANI STEELS

CIN-L27104MH1973PLC016350

KSL:SEC:

August 22, 2018

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,

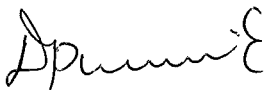
Sub. : Submission of Voting Results of 45th Annual
General Meeting held on 21st August, 2018

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 45th Annual General Meeting (AGM) of the Company held on 21st August, 2018, as **Annexure - I**.

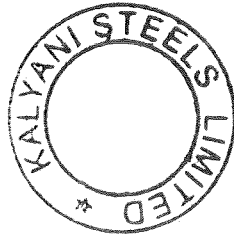
We are also enclosing herewith the Scrutinizer's Report on remote e-voting and voting through Poll at the AGM, as **Annexure – II**.

Thanking you,

Yours faithfully,
For KALYANI STEELS LIMITED



MRS.D.R. PURANIK
COMPANY SECRETARY
E-mail : puranik@kalyanisteels.com



Encl : As above

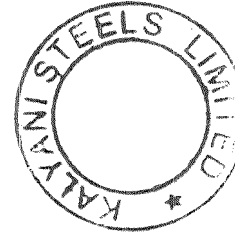


KALYANI
GROUP COMPANY

KALYANI STEELS LIMITED, CORPORATE BUILDING, 2ND FLOOR, MUNDHWA, PUNE 411036, INDIA.
PHONE : +91 20 66215000 FAX : +91 20 26821124

Annexure - I

KALYANI STEELS LIMITED 45th Annual General Meeting - Voting Results	
Date of AGM / EGM	45th Annual General Meeting held on 21st August, 2018
Total number of Shareholders on record date :	49,818
No. of Shareholders present in the meeting either in person or through proxy :	74
Promoter and Promoter Group :	7
Public :	67
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group :	
Public :	



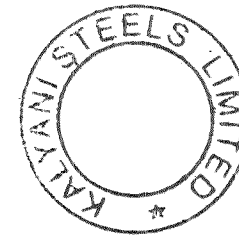
For KALYANI STEELS LIMITED

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

Agenda-wise Disclosure

Resolution required : (Ordinary / Special)			Item No.1 : To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 and the Report of the Auditors thereon <u>(Ordinary Resolution)</u>					
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	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		127,828	0.453	127,828	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	28,248,323	28,208,829	99.860	28,208,829	-	100.000	-
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
Public-Non Institutions	E-Voting	13,439,777	702,677	5.228	702,675	2	100.000	-
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	13,439,777	1,172,020	8.721	1,172,018	2	100.000	-
TOTAL		43,653,060	30,961,401	70.926	30,961,399	2	100.000	-

*Voting through Ballot Paper

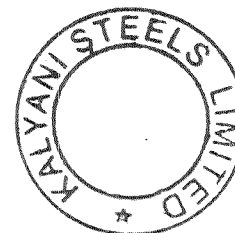


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.2 : To declare dividend on Equity Shares for the Financial Year 2017-18 (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	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		127,828	0.453	127,828	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		28,248,323	28,208,829	99.860	28,208,829	-	100.000
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,964,960	1,580,552	80.437	1,580,552	-	100.000
Public-Non Institutions	E-Voting	13,439,777	702,652	5.228	702,650	2	100.000	-
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,439,777	1,171,995	8.720	1,171,993	2	100.000
TOTAL		43,653,060	30,961,376	70.926	30,961,374	2	100.000	-

*Voting through Ballot Paper

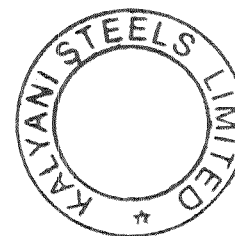


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.3 : To appoint a Director in place of Mr.B.N. Kalyani (DIN 00089380), who retires by rotation and being eligible, offers herself 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	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		72,560	0.257	72,560	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		28,153,561	99.665	28,153,561	-	100.000	-
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,485,319	95,233	93.975	6.025
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,580,552	80.437	1,485,319	95,233	93.975	6.025
Public-Non Institutions	E-Voting	13,439,777	702,677	5.228	702,675	2	100.000	-
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,172,020	8.721	1,172,018	2	100.000	-
TOTAL		43,653,060	30,906,133	70.799	30,810,898	95,235	99.692	0.308

*Voting through Ballot Paper

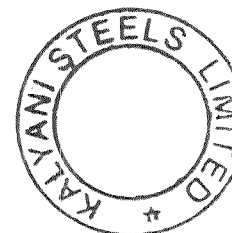


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.4 : To appoint a 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	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		73,678	0.261	73,678	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	28,248,323	28,154,679	99.668	28,154,679	-	100.000	-
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
Public-Non Institutions	E-Voting	13,439,777	701,677	5.221	701,621	56	99.992	0.008
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	13,439,777	1,171,020	8.713	1,170,964	56	99.995	-
TOTAL		43,653,060	30,906,251	70.800	30,906,195	56	100.000	-

*Voting through Ballot Paper

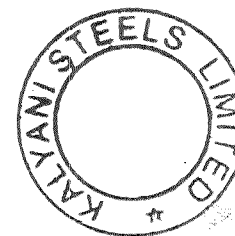


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.5 : 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	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		127,828	0.453	127,828	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		28,248,323	28,208,829	99.860	28,208,829	-	100.000
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,964,960	1,580,552	80.437	1,580,552	-	100.000
Public-Non Institutions	E-Voting	13,439,777	702,677	5.228	702,675	2	100.000	-
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,439,777	1,172,020	8.721	1,172,018	2	100.000
TOTAL		43,653,060	30,961,401	70.926	30,961,399	2	100.000	-

*Voting through Ballot Paper

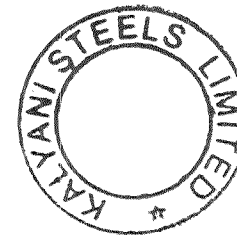


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.6 : Appointment of Mr.Sachin K. Manlik (DIN 07980384) as an Independent 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	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		127,828	0.453	127,828	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		28,248,323	28,208,829	99.860	28,208,829	-	100.000
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,485,319	95,233	93.975	6.025
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,964,960	1,580,552	80.437	1,485,319	95,233	93.975
Public-Non Institutions	E-Voting	13,439,777	702,667	5.228	702,611	56	99.992	0.008
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,439,777	1,172,010	8.720	1,171,954	56	99.995
TOTAL		43,653,060	30,961,391	70.926	30,866,102	95,289	99.692	0.308

*Voting through Ballot Paper

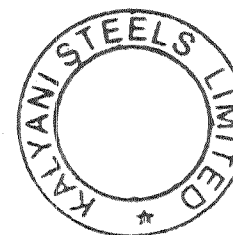


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.7 : Appointment of Mr.Shrikrishna K. Adivarekar (DIN 06928271) as an Independent Director (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held	No. of votes polled (2)	% of votes polled on outstanding	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		127,828	0.453	127,828	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		28,248,323	28,208,829	99.860	28,208,829	-	100.000
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,964,960	1,580,552	80.437	1,580,552	-	100.000
Public-Non Institutions	E-Voting	13,439,777	702,677	5.228	702,675	2	100.000	-
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,439,777	1,172,020	8.721	1,172,018	2	100.000
TOTAL		43,653,060	30,961,401	70.926	30,961,399	2	100.000	-

*Voting through Ballot Paper

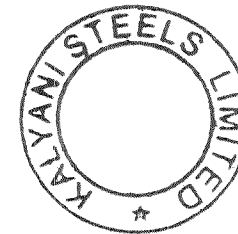


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.8 : Re-appointment of Mr.B.B. Hattarki (DIN 00145710) as an Independent Director (Special Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held	No. of votes polled (2)	% of votes polled on outstanding	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		127,828	0.453	127,828	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	28,248,323	28,208,829	99.860	28,208,829	-	100.000	-
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,485,319	95,233	93.975	6.025
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,964,960	1,580,552	80.437	1,485,319	95,233	93.975	6.025
Public-Non Institutions	E-Voting	13,439,777	702,677	5.228	702,675	2	100.000	-
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	13,439,777	1,172,020	8.721	1,172,018	2	100.000	-
TOTAL		43,653,060	30,961,401	70.926	30,866,166	95,235	99.692	0.308

*Voting through Ballot Paper

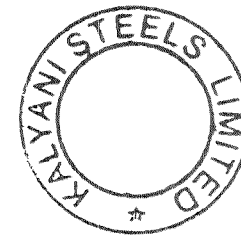


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.9 : Approval for Related Party Transactions (Ordinary Resolution)					
Whether Promoter / Promoter Group are interested in the agenda / resolution ?			No					
Category	Mode of voting	No. of shares held	No. of votes polled (2)	% of votes polled on outstanding	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	28,248,323	3,261,822	11.547	3,261,822	-	100.000	-
	Poll*		2,560	0.009	2,560	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		3,264,382	11.556	3,264,382	-	100.000	-
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	957,193	623,359	60.561	39.439
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,580,552	80.437	957,193	623,359	60.561	39.439
Public-Non Institutions	E-Voting	13,439,777	702,677	5.228	702,655	22	99.997	0.003
	Poll*		466,843	3.474	466,843	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1,169,520	8.702	1,169,498	22	99.998	0.002
TOTAL		43,653,060	6,014,454	13.778	5,391,073	623,381	89.635	10.365

*Voting through Ballot Paper

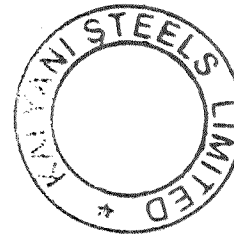


For KALYANI STEELS LIMITED

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

Resolution required : (Ordinary / Special)			Item No.10 : 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	28,248,323	28,081,001	99.408	28,081,001	-	100.000	-
	Poll*		127,828	0.453	127,828	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	28,248,323	28,208,829	99.860	28,208,829	-	100.000	-
Public - Institutions	E-Voting	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,964,960	1,580,552	80.437	1,580,552	-	100.000	-
Public-Non Institutions	E-Voting	13,439,777	702,457	5.227	702,392	65	99.991	0.009
	Poll*		469,343	3.492	469,343	-	100.000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	13,439,777	1,171,800	8.719	1,171,735	65	99.994	-
TOTAL		43,653,060	30,961,181	70.926	30,961,116	65	100.000	-

*Voting through Ballot Paper



For KALYANI STEELS LIMITED

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



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 18, 2018 to August 20, 2018) and voting by poll (at 45th Annual General Meeting (AGM) held on August 21, 2018) 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 Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 45th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the 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, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and report on poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 45th Annual General Meeting of the Company held on August 21, 2018:

- a) Report on E-voting;
- b) Report on Poll; and

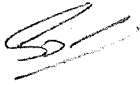


c) Combined report of e-voting and Poll

I hereby declare that the Resolution Nos.1 to 10 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For SVD & Associates



S. V. Deulkar

Partner

C. P. No. 965

Place: Pune

Date: August 22, 2018



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 18, 2018 to August 20, 2018) and voting by poll (at 45th Annual General Meeting (AGM) held on August 21, 2018) 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 Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 45th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the 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, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and report on poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 45th Annual General Meeting of the Company held on August 21, 2018:

- a) Report on E-voting;
- b) Report on Poll; and



c) Combined report of e-voting and Poll

I hereby declare that the Resolution Nos.1 to 10 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For **SVD & Associates**

S. V. Deulkar

Partner

C. P. No. 965

Place: Pune

Date: August 22, 2018



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

Combined Report
Kalyani Steels limited (CIN L27104MH1973PLC016350)
Annual General Meeting held on August 21, 2018

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	Ordinary Resolution: To Consider and adopt: (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of Board of Directors and Auditors report thereon. (b) The Audited Consolidated Financial Statement of the Company for the financial year end March 31, 2018 and the Report of Auditors thereon.	30364228	2	597171	0	30961399	2	Passed by requisite majority
2	Ordinary Resolution: To declare dividend on Equity Shares for financial year 2017 -18.	30364203	2	597171	0	30961374	2	Passed by requisite majority
3	Ordinary Resolution: To appoint a Director in place of Mr. B.N Kalyani (DIN: 00089380), who retires by rotation and being eligible, offers himself for re-appointment.	30268995	95235	541903	0	30810898	95235	Passed by requisite majority
4	Ordinary Resolution: To appoint a Director in place of Mr. S. M. Kheny (DIN 01487360), who retires by rotation and being eligible, offers himself for re-appointment.	30363174	56	543021	0	30906195	56	Passed by requisite majority
5	Ordinary Resolution: To ratify appointment of M/s. P.G. Bhagwat (Firm Registration No.101118W) as Statutory Auditors of the Company.	30364228	2	597171	0	30961399	2	Passed by requisite majority
6	Ordinary Resolution: Appointment of Mr. Sachin K. Mandlik (DIN 07980384) as an Independent Director.	30268931	95289	597171	0	30866102	95289	Passed by requisite majority
7	Ordinary Resolution: Appointment of Mr. Shrikrishna K. Adivarekar (DIN 06928271) as an Independent Director.	30364228	2	597171	0	30961399	2	Passed by requisite majority
8	Special Resolution: Re-appointment of Mr. B. B. Hattarki (DIN 00145710) as an Independent Director.	30268995	95235	597171	0	30866166	95235	Passed by requisite majority
9	Ordinary Resolution: Approval of material Related Party Transaction with Bharat Forge Limited.	4921670	623381	469403	0	5391073	623381	Passed by requisite majority
10	Ordinary Resolution: To approve the Remuneration of the Cost Auditors.	30363945	65	597171	0	30961116	65	Passed by requisite majority

Date: August 22, 2018

Place: Pune



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

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

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,

The Chairman,

45th Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Tuesday, August 21, 2018, at 11.00 AM (I. S.T) at Registered office of 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 (Amendments Rules 2015) on below mentioned resolutions, at the 45th Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Tuesday, August 21, 2018 at 11.00 AM (I. S.T) at Registered office of Company at Mundhwa Pune-411036. I submit my report as under:

1. The e-voting period remained open from August 18, 2018 (9.00 a.m.) to August 20, 2018 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. August 14, 2018 were entitled to vote on the proposed resolutions (item no. 1 to 10 as set out in the Notice of the 45th Annual General Meeting (AGM) of the Company.
3. The votes were unblocked on August 21, 2018 at around 12.00 noon in the presence of two witnesses Ms. Sneha Kulkarni (residing at Bibvewadi, Pune- 411037) and Ms.Gargi Ghatpande (residing at Sinhagad Road, Pune 411051) 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 (URL: <https://www.evoting.nsd.com/>)



Name: Sneha Kulkarni
Bibvewadi, Pune- 411037



Name: Gargi Ghatpande
Sinhagad Road Pune-51



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

A. Ordinary Resolution No. 1 – To consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors Report thereon.
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of Auditors thereon.

(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
63	30364228	99.99999

(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	2	0.00001

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

B. Ordinary Resolution No. 2 – To declare dividend on Equity Shares for the financial year 2017-18.

(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
62	30364203	99.99999



(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	2	0.00001

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1	25

C. Ordinary Resolution No. 3 – To appoint a Director in place of Mr. B.N. Kalyani (DIN 00089380), 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
60	30268995	99.68635

(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	95235	0.31365

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

D. Ordinary Resolution No. 4 – To appoint a Director in place of Mr. S. M. Kheny (DIN 01487360), 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
61	30363174	99.99981

(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	56	0.00019

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1	1000

E. Ordinary Resolution No. 5 – To ratify appointment of M/s. P.G. Bhagwat (Firm Registration No.101118W) as Statutory 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
63	30364228	99.99999

(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	2	0.00001



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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

F. Ordinary Resolution No. 6 – Appointment of Mr. Sachin K. Mandlik (DIN 07980384) as an Independent 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
58	30268931	99.68617

(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
6	95289	0.31383

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1	10

G. Ordinary Resolution No. 7 – Appointment of Mr. Shrikrishna K. Adivarekar (DIN 06928271) as an Independent 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
63	30364228	99.99999



(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
2	2	0.00001

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

H. Special Resolution No. 8 – Re-Appointment of Mr. B. B. Hattarki (DIN 00145710) as an Independent 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
60	30268995	99.68639

(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
5	95235	0.31361

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

I. Ordinary Resolution No. 9 –Approval of material Related Party Transactions with Bharat Forge Limited.



(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
47	4921670	88.75788

(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
15	623381	11.24211

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
3	24819179

J. Ordinary Resolution No. 10 – To 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
60	30363945	99.99978

(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
3	65	0.00022



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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
2	220

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
C. P. No. 965
Place: Pune
Date: August 22, 2018

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

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,

45th Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Tuesday, August 21, 2018 at 11.00 AM (I.S.T.) at 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 resolutions, at the 45th Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Tuesday, August 21, 2018 at 11.00 AM (I.S.T) at 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 and kept separately.
4. The result of the Poll is as under:



A. Ordinary Resolution No. 1 :-To consider and adopt

(a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of Board of Directors and Auditors report thereon.

(b) The Audited Consolidated Financial Statement of the Company for the financial year end March 31, 2018 and the Report of Auditors thereon.

(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
39	597171	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 shares involved
NIL	NIL

B. Ordinary Resolution No. 2:-To declare dividend on Equity Share for financial year 2017 - 18.

(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
39	597171	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 shares involved
NIL	NIL

C. **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. B.N. Kalyani (DIN: 00089380), 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
37	541903	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 shares involved
2	55268

D. **Ordinary Resolution No. 4:-** To appoint a Director in place of Mr. S. M. Kheny (DIN 01487360), 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
38	543021	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 shares involved
1	54150

E. **Ordinary Resolution No. 5:-** To ratify appointment of M/s. P.G. Bhagwat (Firm Registration No.101118W) as Statutory 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
39	597171	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 shares involved
NIL	NIL

F. **Ordinary Resolution No. 6:-** Appointment of Mr. Sachin K. Mandlik (DIN 07980384) as an Independent 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
39	597171	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

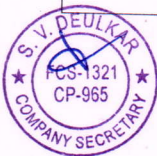
(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of shares involved
NIL	NIL

G. **Ordinary Resolution No. 7:-** Appointment of Mr. Shrikrishna K. Adivarekar (DIN 06928271) as an Independent 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
39	597171	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 shares involved
NIL	NIL

H. **Special Resolution No. 8:-** Re-appointment of Mr.B.B. Hattarki (DIN 00145710) as an Independent 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
39	597171	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 shares involved
NIL	NIL

I. **Ordinary Resolution No. 9:-** Approval of material Related Party Transactions with Bharat Forge Limited.



(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
35	469403	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 shares involved
4	127768

J. **Ordinary Resolution No. 10:-** To 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
39	597171	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 shares involved
NIL	NIL

5. A list of equity shareholders who voted “ FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed
6. The register, all other papers and relevant records relating to poll 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
C. P. No. 965
Place: Pune
Date: August 22 ,2018.