

## Consolidated Scrutinizer's Report

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

To,

The Chairman of the 47th Annual General Meeting of the Members of  
MSP Steel & Power Limited (the Company)  
held on 22<sup>nd</sup> September, 2016 at  
Rotary Sadan, (Shripati Singhanian Hall)  
94/2, Chowringhee Road,  
Kolkata- 700 020

Dear Sir/Madam,

1. I, Swati Bajaj, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 47<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on 22<sup>nd</sup> September, 2016 at Rotary Sadan, (Shripati Singhanian Hall), 94/2, Chowringhee Road, Kolkata- 700 020.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.
3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
  - a. Conducting the voting at the AGM, as provided in clauses (a) to (h) of sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
  - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
    - i. the reports generated from the E-voting system as provided by M/s. Karvy Computershare Pvt. Ltd, the authorised agency engaged by the Company to provide E-voting facility.
    - ii. Voting conducted at the AGM by use of ballot paper.
4. Further to the above, I submit my report as under:-
  - i) The e-voting period remained open from Monday, 19<sup>th</sup> September 2016 (9.00 am) and ended on Wednesday, 21<sup>st</sup> September 2016 (5:00 p.m.).
  - ii) The members of the Company as on the "cut-off" date i.e. 16<sup>th</sup> September, 2016 were entitled to vote on the resolutions (items nos 01 to 06) as set out in the Notice dated 27<sup>th</sup> July, 2016, of the AGM of the members of the Company.
  - iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using ballot paper.
  - iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.



- v) Thereafter, the votes cast through remote e-voting were unblocked on 22<sup>nd</sup> September 2016 in the presence of 2 witnesses, Mr. Manas Ranjan Das and Ms. Sohini Roy, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness No 1.

Witness No 2.

Signature: Manas Ranjan Das

Signature: Sohini Roy

Name: Mr Manas Ranjan Das

Ms. Sohini Roy

- vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

<b>Total Nos of <u>valid</u> Folios that have cast their vote</b>		:	<b>50</b>
<i>Breakup:</i>			
Through remote e-voting	41		
Voting at the AGM	09		
<b>Total No of Shares representing the 50 <u>valid folios</u> that have voted</b>		:	<b>70572366</b>
<i>Breakup:</i>			
Through remote e-voting	70570992		
Voting at the AGM	1374		
<b>Total No of Folios who have voted through physical ballot forms or ballot/polling paper but are declared <u>invalid</u></b>		:	<b>Nil</b>
<i>Breakup:</i>			
Through physical ballot forms	Nil		
Through ballot/ polling paper	Nil		

**Item No. 1:-**

Ordinary Resolution for adoption of Audited Financial Statements of the Company including Report of Directors and Auditors for the financial year ended 31st March 2016.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70570992	1374	70572366	100.00
Number of votes cast against	0	0	0	0.00
Number of votes that abstained	0	0	0	0.00
<b>Total</b>	<b>70570992</b>	<b>1374</b>	<b>70572366</b>	<b>100.00</b>



**Item No. 2:-**

Ordinary Resolution for Re-appointment of Mr. Dhananjay Uchit Singh as Director liable to retire by rotation.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70570792	1374	70572166	99.9997
Number of votes cast against	200	0	200	0.0003
Number of votes that abstained	0	0	0	0.0000
<b>Total</b>	<b>70570992</b>	<b>1374</b>	<b>70572366</b>	<b>100.0000</b>

**Item No. 3:-**

Ordinary Resolution for appointment of Statutory Auditors for a tenure of 3 years.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70570992	1374	70572366	100.00
Number of votes cast against	0	0	0	0.00
Number of votes that abstained	0	0	0	0.00
<b>Total</b>	<b>70570992</b>	<b>1374</b>	<b>70572366</b>	<b>100.00</b>

**Special Business:**

**Item No. 4:-**

Ordinary Resolution for regularisation of Additional Director, Mr. Suresh Kumar Agrawal as Non-Executive Director and Chairman of the Company.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70570792	1374	70572166	99.9997
Number of votes cast against	200	0	200	0.0003
Number of votes that abstained	0	0	0	0.0000
<b>Total</b>	<b>70570992</b>	<b>1374</b>	<b>70572366</b>	<b>100.0000</b>

**Item No. 5:-**

Ordinary Resolution for ratification of remuneration payable to Mr. Sambhu Banerjee, appointed as Cost Auditor of the Company for the Financial Year 2016-17.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70570792	1374	70572166	99.9997
Number of votes cast against	200	0	200	0.0003
Number of votes that abstained	0	0	0	0.0000
<b>Total</b>	<b>70570992</b>	<b>1374</b>	<b>70572366</b>	<b>100.0000</b>



**Item No. 6:-**

Special Resolution for maintenance of Register of Members and other Registers at a place other than the Registered Office of the Company.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70570992	1374	70572366	100.00
Number of votes cast against	0	0	0	0.00
Number of votes that abstained	0	0	0	0.00
<b>Total</b>	<b>70570992</b>	<b>1374</b>	<b>70572366</b>	<b>100.00</b>

Thanking You,  
For P.S. & Associates



(Swati Bajaj), Partner  
C.P.No.3502, ACS: 13216  
Date: 23<sup>rd</sup> September 2016

