



**SRM & CO.**  
COMPANY SECRETARIES

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703, Rosemary, Runwal Garden City,  
Balkum, Thane (W)- 400608, Maharashtra, Inc

### SCUTINIZERS' CONSOLIDATED REPORT

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

To,  
The Chairman,  
**ICVL Steels Limited**  
66/1, Hansa Villa, Bhaudaji Cross Road,  
Opposite Indian Gymkhana, Matunga (CR),  
Mumbai - 400019

Respected Sir,

**Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on voting by Poll at 04<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> September, 2015 ICVL Steels Limited.**

1. I, PCS Sandhya Malhotra, Proprietor, M/s. SRM & Co., Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 and Conducting Poll through polling paper under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014;
  - b. and provisions of Clause 35B of the Listing Agreement;in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 3 as set out in the Notice of 04<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company dated 12<sup>th</sup> August, 2015.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and polling papers on the resolutions contained in the notice of AGM of the members/shareholders of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions





stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.

3. The Company has confirmed to me that Notice dated 12<sup>th</sup> August, 2015 alongwith Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on Friday, 28<sup>th</sup> August, 2015. The said notice was dispatched on the basis of Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 21<sup>st</sup> August 2015.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Active Times" and Marathi newspaper "Mumbai Lakshadeep" on Sunday, 30<sup>th</sup> August, 2015.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Friday, 18<sup>th</sup> September 2015 (09:00 am) to Sunday, 20<sup>th</sup> September 2015 (05:00 p.m.).
6. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 14<sup>th</sup> September, 2015.
7. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through poll were counted, thereafter the votes cast under remote e-voting facility were unblocked in the presence of two witnesses who are not in employment with the Company.
8. Summary of the e-voting and poll is as follows:





**Resolution No. 1**

Voting pattern	Number of Members/ shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	06	06	1,93,63,300	1,93,63,300	1,93,63,300	0
E-voting	05	05	3,31,1400	3,31,1400	3,31,1400	0
<b>Total</b>	<b>11</b>	<b>11</b>	<b>2,26,74,700</b>	<b>2,26,74,700</b>	<b>2,26,74,700</b>	<b>0</b>

**Result: May be considered passed unanimously.**

**Resolution No. 2**

Voting pattern	Number of Members/ shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	06	06	1,93,63,300	1,93,63,300	1,93,63,300	0
E-voting	05	05	3,31,1400	3,31,1400	3,31,1400	0
<b>Total</b>	<b>11</b>	<b>11</b>	<b>2,26,74,700</b>	<b>2,26,74,700</b>	<b>2,26,74,700</b>	<b>0</b>

**Result: May be considered passed with requisite majority.**



**Resolution No. 3**

<b>Particulars</b>	<b>Ordinary Resolution for re-appointment of M/s. J. B. Dudhela &amp; Co., Chartered Accountants, Mumbai (having FRN: 102777W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Ninth Annual General Meeting and to fix their remuneration.</b>					
Voting pattern	Number of Members/ shareholders voted		Votes		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Polling paper	06	06	1,93,63,300	1,93,63,300	1,93,63,300	0
E-voting	05	05	3,31,1400	3,31,1400	3,31,1400	0
<b>Total</b>	<b>11</b>	<b>11</b>	<b>2,26,74,700</b>	<b>2,26,74,700</b>	<b>2,26,74,700</b>	<b>0</b>
<b>Result: May be considered passed with requisite majority.</b>						

I further report that:

(a) I have received all the documents as mentioned in sections 105, 112, 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder:

(b) The Register, all other papers and relevant records relating to remote e-voting and Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Compliance Officer of the Company for safe keeping: .





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Kindly also note that pursuant to the provisions of Rule 21 (1) (j), this Report shall also be countersigned by the Chairman of the Company.

Place: Mumbai  
Date: 21<sup>st</sup> September, 2015

For M/s SRM & Co  
Company Secretaries



PCS Sandhya Malhotra  
Proprietor

M. No. FCS 6715 C.P. No. 9928

Countersigned by:

Vipul Modi  
Chairman  
ICVL Steels Limited

