

**MINUTES OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BHUSHAN STEEL LIMITED HELD AT THE AIRFORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010 ON SATURDAY THE 17<sup>TH</sup> DAY OF SEPTEMBER, 2016 STARTED AT 11.00 A.M. AND CONCLUDED AT 1.40 P. M.**

**PRESENT :**

1. Mr. B. B. Singal - Chairman & Member
2. Mr. B. B. Tandon - Independent Director & Chairman of Audit Committee
3. Mr. Nittin Johari - Whole-time Director (Finance)
4. Mr. P.K. Aggarwal - Whole-time Director (Commercial) & Member
5. Mr. O. P. Davra - Company Secretary & Member
6. *172 Members were present (including Directors who were also Members) in person or their authorised representatives as per record of attendance of the meeting kept by the Company.*

**SPECIAL INVITEES:**

7. Mr. R. K. Mehra - Partner M/s Mehra Goel & Co
8. Mr. Rajesh Jhalani - Partner M/s M/s Mehrotra & Mehrotra
9. Mr. R. S. Bhatia - Practicing Company Secretary (Scrutinizers)
10. Mr. Jawahar Lal - Public Notary

**CHAIRMAN OF THE MEETING**

The meeting started at 11.00 A. M. and Mr. Brij Bhushan Singal, Chairman of the Company, Chaired the meeting. The Chairman then formally extended a warm welcome to the Shareholders, Directors, Officers and other present in the meeting.

After ascertaining that the requisite quorum for the annual general meeting was present, Chairman called the meeting to order and started conducting the proceedings of the meeting.

He informed the members that Mr. P.K. Aggarwal, member of Stakeholders Relationship Committee, authorised by the Chairman of said Committee, is attending the AGM on his behalf in his absence.

**I. Notice of Meeting and Directors' Report**

With the permission of the members, the Notice of the meeting and Directors' Report, having already been circulated, were taken as read.

**II. Auditors' Report**

The Auditors' Report for the financial year ended 31<sup>st</sup> March, 2016 was read by Shri O.P. Davra, Company Secretary.

### **III. Chairman Address**

Mr. Brij Bhushan Singal gave a brief review of the Company's operations during the financial year ended 31<sup>st</sup> March, 2016 and the future outlook. The Chairman also addressed the queries raised by the members and then stated that some of the suggestions made by them would be considered by the management of the Company at appropriate time in future. Copies of the Chairman's Speech were circulated among the members present.

### **IV. E-voting Facility**

The Chairman then informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI( Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company had extended the e-voting facility to the members of the Company from 14<sup>th</sup> September, 2016 (10.00 AM) till 16<sup>th</sup> September, 2016 (5.00 PM) in respect of the Ordinary and Special Business to be transacted at the Annual General Meeting. He further informed that Mr. R.S. Bhatia, Company Secretary in Practice (CP No. 2514) were appointed as Scrutinizer in the said process. He then stated that the said Scrutinizer shall submit his report of E-voting to him.

### **V. Voting through Poll**

The Chairman then suggested to the members and proxy present and who had not voted electronically, to cast their vote through poll and instructed the Company Secretary to carry out the poll process for all the 10 resolutions specified in the AGM Notice. He declared that Mr. R.S. Bhatia, Company Secretary in Practice will act as the Scrutinizer in the poll process. The Chairman further informed that upon completion of voting by poll, the Scrutinizer will count the votes and sign and submit the consolidated result to the Company by adding the votes through poll to the electronically casted votes in favour and against each resolution .

### **VI. Conduct of Poll**

As advised by the Chairman, the Company Secretary then conducted the voting procedure by distributing ballot papers after showing empty ballot box to the members, locking and sealing the empty ballot box in the presence of the members and proxy holders.

After ensuring that all members had casted their votes, the Scrutinizer closed the voting at around 11.45 AM and took custody of the ballot box.

### **VII. Result of E-voting and Poll**

The Chairman then informed the meeting that the result would be declared by the Company to the Stock Exchanges within 48 hours from the conclusion of the meeting and would be displayed on the website ([www.bhushansteel.com](http://www.bhushansteel.com)) of the Company. He also mentioned that the reports of the Scrutinizer on E-voting and the Poll would be available for inspection at the Registered Office of the Company.

**VIII. Vote of thanks**

Shri O.P. Davra, Company Secretary gave a vote of thanks and then the Chairman declared the meeting as concluded.

**IX. Declaration of Result of the E-Voting and the Poll on the Ordinary and Special Business.**

On the basis of the Consolidated Scrutinizer Report dated 17<sup>th</sup> September, 2016 for the E-voting and the poll held at the Annual General Meeting on 17<sup>th</sup> September, 2016, the Chairman announced the results on 19<sup>th</sup> September, 2016 at 01.00 p.m. that all the 10 resolutions for the Ordinary and Special Business specified in the AGM Notice have been duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the 33<sup>rd</sup> Annual General Meeting of the Company.

**ORDINARY BUSINESS**

**1. CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED 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.**

**"RESOLVED THAT** the Standalone and Consolidated 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 having been already circulated to the shareholders and produced at the meeting be and the same are hereby approved and adopted."

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |      | Against      |      |
|------------------|------|--------------|------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age | No. of Votes | %age |
| 176588983        | 100  | 176588143    | 100  | 840          | 0    |

**2. APPOINTMENT OF A DIRECTOR IN PLACE OF MR. B. B. SINGAL, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.**

**"RESOLVED THAT** Mr. B. B. Singal, who retires by rotation at the 33<sup>rd</sup> Annual General Meeting and being eligible for re-appointment be and is hereby re-appointed as director of the company."

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176587113        | 100  | 176577396    | 99.99 | 9717         | .01  |

**3. APPOINTMENT OF A DIRECTOR IN PLACE OF MR. P. K. AGGARWAL, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.**

**"RESOLVED THAT** Mr. P. K. Aggarwal , who retires by rotation at the 33<sup>rd</sup> Annual General Meeting and being eligible for re-appointment be and is hereby re-appointed as director of the company."

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176587113        | 100  | 176577397    | 99.99 | 9716         | .01  |

**4. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY.**

**"RESOLVED THAT** in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the consent of Company be and is hereby accorded for re-appointment of M/s. Mehra Goel & Co., Chartered Accountants (Firm Registration No. 000517N) who shall hold office as Statutory Auditors of the Company for a period of one year from the conclusion of 33<sup>rd</sup> Annual General Meeting until the conclusion of 34<sup>th</sup> Annual General Meeting of the Company."

**"RESOLVED FURTHER THAT** Board be and is hereby authorized to fix remuneration of Statutory Auditors of the Company as recommended by the Audit Committee in consultation with the said Auditors, in addition to reimbursement of out of pocket expenses to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176586913        | 100  | 176579002    | 99.99 | 7911         | .01  |

**5. RATIFY THE APPOINTMENT OF STATUTORY AUDITORS**

**"RESOLVED THAT** in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of M/s Mehrotra & Mehrotra, Chartered Accountants (Firm Registration No.000226C) as Statutory Auditors of the Company as was made by the Shareholders at the Annual General Meeting of the Company held on

19.09.2015 for a period of 5 years i.e. from 32<sup>nd</sup> Annual General Meeting to 37<sup>th</sup> Annual General Meeting be and is hereby ratified for the period of one year i.e. from the conclusion of this Annual General Meeting till the conclusion of next Annual General meeting.”

**“RESOLVED FURTHER THAT** Board be and is hereby authorized to fix remuneration of Statutory Auditors of the Company as recommended by the Audit Committee in consultation with the said Auditors, in addition to reimbursement of out of pocket expenses to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176586913        | 100  | 176581052    | 99.99 | 5861         | .01  |

#### **SPECIAL BUSINESS:**

#### **6. APPROVAL OF REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31<sup>ST</sup> MARCH 2017**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Kabra & Associates, Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company to conduct the Audit of the Cost Records of the Company for the Financial year ending March 31, 2017, be paid the remuneration amounting to Rs. 3,00,000/- ( Three Lac ) per annum.”

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176587783        | 100  | 176583532    | 99.99 | 4251         | .01  |

## 7. ISSUE OF REDEEMABLE CUMULATIVE PREFERENCE SHARES

**“RESOLVED AS SPECIAL RESOLUTION THAT** pursuant to the provisions of sections 55 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to create, offer, issue and allot 38,50,000 Redeemable Cumulative Preference Shares of Rs. 100/- each to be issued at such rate not exceeding Rs 3000 per share (including maximum premium of Rs. 2900 per share ) for an aggregate amount not exceeding Rs 1155 Cr. as the Board may decide to various entities/persons which may include the Promoter/ Promoter Group and Associates, whether or not they are Member(s) of the Company, on private placement basis and subject to the following terms and conditions :

- **PREMIUM :** Redeemable Cumulative Preference Shares of Rs. 100 each shall be issued at cash with or without premium provided that premium amount not to exceed Rs.2900 per share.
- **DIVIDEND:** Dividend not exceeding @ 12 % per annum. The said shares shall rank for dividend in priority to the equity shares for the time being of the Company.
- **REDEMPTION :** At the option of Board, at any time within ten years from the date of allotment the said preference shares shall be Redeemed at a premium not exceeding Rs 2900/- per share.
- **PUT AND CALL OPTION :** The holder of Preference Shares and the Board / Committee / Company has an option to redeem any one or all the Preference Shares at any time prior to their maturity provided one month notice showing the intention regarding the redemption of Preference Shares is given
- **CONVERSION :** The said preference shares shall be non convertible.
- **ENTITLEMENT IN CASE OF WINDING-UP-** The said shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
- **VOTING RIGHTS:** The voting rights of the persons holding the said shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force).

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilization of the issue proceeds towards the Company's corporate needs as they may deem fit."

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176588983        | 100  | 176579923    | 99.99 | 9060         | 0.01 |

#### 8. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

**"RESOLVED THAT** pursuant to provisions of sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised Share Capital of the Company be and is hereby increased from Rs. 285,00,00,000 (Rupees Two Hundred Eighty Five Crore) to Rs. 300,00,00,000 (Rupees Three hundred Crore) by creation of 15,00,000 (Fifteen Lac) Preference Shares of Rs. 100/- each."

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176588783        | 100  | 176583662    | 99.99 | 5121         | 0.01 |

#### 9. AMENDMENT IN MEMORANDUM OF ASSOCIATION

**"RESOLVED THAT** the consent of the company be and is hereby accorded to substitute the existing clause V of the Memorandum of Association of the Company with the following:

- V. "The Authorized Share Capital of the Company is Rs. 300,00,00,000 (Rupees Three Hundred Crores) divided into 40,00,00,000 (Forty Crores) Equity Shares of Rs. 2/- (Rupees Two) each and 220,00,000 ( Two Crore twenty lacs ) Preference Shares of Rs. 100/- (Rupees One Hundred) each."

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176588783        | 100  | 176582962    | 99.99 | 5821         | 0.01 |

**10. RECLASSIFICATION OF STATUS FROM PROMOTERS TO PUBLIC SHAREHOLDERS.**

**"RESOLVED THAT** approval be and is hereby accorded for reclassification of status of Mr. Sanjiv Garg and Mr. Rajiv Garg from Promoters to Public Shareholders as they are neither related to the promoters of the company nor exercising, directly or indirectly any control over the affairs of the Company and they have no other responsibility or association with the Company and they have given their consent in writing for change of status"

As per Scrutinizer Report, the Chairman declared that the resolution has been passed by requisite majority as under:

| Total votes cast |      | In favour    |       | Against      |      |
|------------------|------|--------------|-------|--------------|------|
| No. of Votes     | %age | No. of Votes | %age  | No. of Votes | %age |
| 176588783        | 100  | 176581484    | 99.99 | 7299         | 0.01 |

The Consolidated Results of the E-voting and Poll were also uploaded on the Company's website [www.bhushansteel.com](http://www.bhushansteel.com) and website of BSE/NSE.

**Sd/-**  
**19-09-2016**

**(B. B. SINGAL)**  
**CHAIRMAN OF THE MEETING**

*I WAS PRESENT AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING (AGM) OF SHAREHOLDERS OF BHUSHAN STEEL LTD. WHICH WAS ALSO ATTENDED BY SH. B. B. SINGAL, CHAIRMAN AS WELL AS OTHER DIRECTORS AND SHAREHOLDERS OF THE COMPANY. THE ABOVE PROCEEDINGS OF AGM WERE CONDUCTED IN MY PRESENCE ON 17/09/2016 WHICH STARTED AT 11.00 A.M. AND CONCLUDED AT 1.40 P.M. THE AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010.*

**Sd/-**  
**19-09-2016**

**JAWAHAR LAL**  
**(AREA DELHI)**  
**REGN. NO. 1944/01**  
**NOTARY-GOVT. OF INDIA.**