

Fax at : 022 - 26598237 / 38
cmllist@nse.co.in (Phone: 022-26598235)

NSAIL/ SEC-AGM/2014

Date : 08.09.2014

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra - Kurla Complex,
Bandra (E), Mumbai 400 051

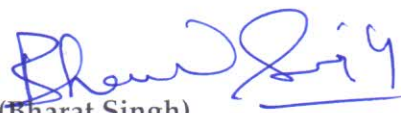
Sub: Reporting of the summary of proceedings at the 28th Annual General Meeting of the Members of the Company and the result of the voting took place during the AGM proceedings

Dear Sirs

Please note that the 28th Annual General Meeting (AGM) of the Members of the Company was held on Saturday, 6th September, 2014 at 12:00 noon at Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai. All the items of the agenda were considered and resolutions were passed. None of the agenda item got dropped or defeated because of voting against the agenda motion by the Members.

Pursuant to the combined requirements of Clause 31(d) and Clause 35A about furnishing of proceedings of the AGM together with the result of the voting, please find the proceedings of the said AGM in the form of Annexure I and Annexure II for compliance of Clause 35A of the Listing Agreement. Please acknowledge the receipt and take on record.

Thanking you,
Yours sincerely,
For National Steel and Agro Industries Limited


(Bharat Singh)
Company Secretary



ANNEXURE I

PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 06th SEPTEMBER, 2014:

1. The Chairman welcomed the shareholders of the Company.
2. The Chairman announced that the required quorum was present, called the meeting in order and commenced the proceedings.
3. The Statutory Registers and inspection documents were available during the meeting for inspection of the members.
4. The Chairman acquainted the members with the performance of the Company.
5. With the consent of the members the notice of the Meeting was taken as read.
6. With the consent of the members the Auditors Report was taken as read.
7. He stated that the Company had provided electronic voting facility to the members entitled to cast their vote at the Annual General Meeting as per the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 and therefore, it was obligatory to provide similar voting rights to the member present, in Person at the Annual General Meeting, to vote in proportion to the Shares held by them. He stated that Poll will be taken for the Voting on all the resolutions of Ordinary and Special businesses as set out in items 1 to 10 of the Notice of the 28th Annual General Meeting
8. He declared that the Scrutinizer for the electronic voting and the poll, Mr. L. N. Joshi, Company Secretary, appointed for the independently carrying out the voting in a fair and transparent manner, had submitted the report on the electronic voting to the Chairman before the commencement of Annual General Meeting.
9. The Chairman, thereafter, ordered the Poll on the resolution as set out in Notice i.e, resolution 1 to 10 and requested all the members present and entitled to vote to participate in the Poll.

10. The Chairman further informed the Members about the new process of E-Voting and poll. He stated that the results of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He declared that on receipt of Scrutinizer's Report on the poll to be conducted, the results of the voting shall be declared within 2 days of Annual General Meeting at the registered office of the Company. The results to be declared for each Resolution shall indicate vote on poll and electronic voting and would be immediately intimated to National Stock Exchange Limited and BSE Ltd. and shall also be uploaded on the Company's website www.nsail.com with the respective reports of Scrutinizer for electronic voting and the poll and shall be available at the registered office of the Company.
11. Mr. L. N. Joshi, Scrutinizer conducted the Poll, showing empty polling box to the members, locking and sealing of empty polling box in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the poll and then took the custody of Polling box
12. The details on each of the agenda items, mode of voting, the report of Scrutinizer for E-Voting and the Report of Scrutinizer in Form No. MGT-13 for Poll are attached as **Annexure II**
13. **Ordinary Resolution** for adoption of Annual Accounts, Directors' and Auditors' Report was considered and passed by the members by majority.
14. **Ordinary Resolution** for re-appointment of Mr. Santosh Shahra, as Director of the Company was passed by the members by majority.
15. **Ordinary Resolution** for payment of dividend @ 4% on Cumulative Redeemable **Preference Shares** of the Company for the FY 2013-14 was passed by the members by majority.
16. **Ordinary Resolution** for appointment of M/s Gupta Saharia & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company was passed by the members by majority.
17. **Ordinary Resolution** for appointment of Ms. Neha Singhania as an Independent Director of the Company was passed by the members by majority.

18. **Ordinary Resolution** for appointment of Mr. Navin Khandelwal as an Independent Director of the Company was passed by the members by majority.
19. **Ordinary Resolution** for appointment of Mr. Rajesh Nema as an Independent Director of the Company was passed by the members by majority.
20. **Ordinary Resolution** for Ratification of Remuneration of M/s. M. Goyal & Co., as Cost Auditors of the Company was passed by the members by majority.
21. **Special Resolution** for Enhancement of the Borrowing Powers for the Purpose of Business of the Company from Rs 500 Crores to Rs 1000 Crores was passed by the members by majority.
22. **Special Resolution** for Authorization to the Board of Directors for Mortgaging and/ or Creating Charge on the Assets of the Company for Securing Loan for the purpose of business of the Company was passed by the members by majority up to the Amount of Rs 1000 Crores.

NOTE: The resolutions in the AGM were passed as circulated with the Notice of AGM without any modification or alteration.

By Order of the Board of Directors of
National Steel and Agro Industries Limited



(Bharat Singh)
Company Secretary

Annexure- II

National Steel and Agro Industries Limited

Details regarding the voting results for the 28th Annual General meeting

Date of Annual General Meeting (AGM) : 6th September 2014

Total No. of shareholders on record date : 27491

No. of shareholders present in the meeting either in person or through Proxy* : 89
(*based on shareholders registering attendance)

Promoter and Promoter Group : 26

Public : 63

No. of Shareholders attended the Meeting through Video Conferencing : N.A.

Promoter and Promoter Group : N.A.

Public: : N.A.

For National Steel And Agro Industries Limited.


(Company Secretary)

Resolution No.1:-

Adoption of Audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss Account and Cash Flow Statement for the Year Ended on that date together with the Report of the Board of Directors and the Auditors thereon.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	0	100	0
TOTAL (B)	14238358	14238358	100.00	14238358	0	100	0
RESULT (C) = (A) + (B)	22896376	22896376	100	22896376	0	100	0

Resolution No.2:-

Appointment of Mr. Santosh Shahra (DIN 00305846), who retires by rotation and being eligible, offers himself for re- appointment.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	0	100	0
TOTAL (B)	14238358	14238358	100.00	14238358	0	100	0
RESULT (C) = (A) + (B)	22896376	22896376	100	22896376	0	100	0

For National Steel And Agro Industries Limited.

(Company Secretary)

Resolution No.3:-

Declare dividend on Redeemable Preference Shares for the year ended March 31, 2014.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	0	100	0
TOTAL (B)	14238358	14238358	100.00	14238358	0	100	0
RESULT (C) = (A) + (B)	22896376	22896376	100	22896376	0	100	0

Resolution No.4:-

Appointment of M/s Gupta Saharia and Co. Chartered Accountants,(FRN No 103446W) as Statutory Auditors of the Company.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	0	100	0
TOTAL (B)	14238358	14238358	100.00	14238358	0	100	0
RESULT (C) = (A) + (B)	22896376	22896376	100	22896376	0	100	0

For National Steel And Alloys Limited

 (Company Secretary)

Resolution No.5:-

Appointment of Ms. Neha Singhania (DIN 068791112) as an Independent Director of the Company

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	0	100	0
TOTAL (B)	14238358	14238358	100.00	14238358	0	100	0
RESULT (C) = (A) + (B)	22896376	22896376	100	22896376	0	100	0

Resolution No.6:-

Appointment of Mr. Navin Khandelwal (DIN 00134217) as an Independent Director of the Company.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	200	99.996	0.004
TOTAL (B)	14238358	14238358	100.00	14238158	200	99.996	0.004
RESULT (C) = (A) + (B)	22896376	22896376	100	22896176	200	99.996	0.004

For National Steel And Agro Industries Limited

 (Company Secretary)

Resolution No.7:-

Appointment of Mr. Rajesh Nema (DIN 00275815) as an Independent Director of the Company.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=[(4)/(2)]*100	% of Votes against on votes polled 7=[(5)/(2)]*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	0	100	0
TOTAL (B)	14238358	14238358	100.00	14238358	0	100	0
RESULT (C) = (A) + (B)	22896376	22896376	100	22896376	0	100	0

Resolution No.8:-

Approval of Remuneration of M/s. M. Goyal and Co., Cost Auditors in practice for the financial year ending 31st March, 2015.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=[(4)/(2)]*100	% of Votes against on votes polled 7=[(5)/(2)]*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251841	0	100	0
TOTAL (B)	14238358	14238358	100.00	14238358	0	100	0
RESULT (C) = (A) + (B)	22896376	22896376	100	22896376	0	100	0

For National Steel And Agro Industries Limited.


(Company Secretary)

Resolution No.9:-

Enhancement of the Borrowing Powers for the Purpose of Business of the Company.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251831	10	99.9998	0.0002
TOTAL (B)	14238358	14238358	100.00	14238348	10	99.998	0.0002
RESULT (C) = (A) + (B)	22896376	22896376	100	22896366	10	99.998	0.0002

Resolution No.10:-

Authorization to the Board of Directors for Mortgaging and/ or Creating Charge on the Assets of the Company for Securing Loan for the purpose of business of the Company.

Promoter/Public	No. of Shares held	No. of Votes Polled	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 7=(5)/(2)*100
Mode of Voting: e-voting							
Promoter and Promoter group	8657017	8657017	100.00	8657017	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	1001	1001	100.00	1001	0	100	0
TOTAL (A)	8658018	8658018	100.00	8658018	0	100	0
Mode of Voting: Poll							
Promoter and Promoter group	8986517	8986517	100.00	8986517	0	100	0
Public – Institutional Holders	-	-	-	-	-	-	-
Public- others	5251841	5251841	100.00	5251631	210	99.996001	0.0039986
TOTAL (B)	14238358	14238358	100.00	14238148	210	99.996	0.0039986
RESULT (C) = (A) + (B)	22896376	22896376	100	22896166	210	99.996	0.0039986

For National Steel And Agro Industries Limited.

(Signature)
(Company Secretary)

Report of Scrutinizer

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

To,
The Chairman,
28th Annual General Meeting of
National Steel and Agro Industries Limited,
621, Tulsiani Chambers, Nariman Point,
Mumbai - 400021 (M.H.)

Dear Sir,

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 for 28th Annual General Meeting to be held on 6th September, 2014.

I, L.N. Joshi, Practicing Company Secretary, had been appointed as the scrutinizer by the Board of Directors of National Steel and Agro Industries Limited ("the Company") in their meeting held on 30th July, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, to conduct the Electronic Voting Process in respect of the below mentioned resolution(s), to be passed at the 28th Annual General Meeting of the Equity Shareholders of the Company to be held on Saturday, 6th September, 2014 at Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai- 400001 at 12.00 Noon.

The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to E-voting on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited.

Further to the above, I submit my report as under:

- i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the shareholders of the Company.

Cont....2

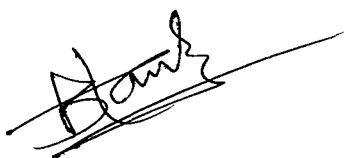
For National Steel And Agro Industries Limited.


(Company Secretary)



VERIFIED TRUE COPY

- ii. The Members of the Company as on the "Cut Off" date i.e. 1st August, 2014 were entitled to vote on the resolutions (Items Number 1 to 10 as set out in Notice of AGM of the Company).
- iii. The voting period for E-voting commenced on Tuesday 2nd September, 2014 (9.00 A.M.) to Wednesday, 3rd September, 2014 (6.00 P.M.) and the CDSL E-voting platform was blocked thereafter.
- iv. The votes were unblocked on 3rd September, 2014 at 6.15 P.M. in the presence of two witnesses, Mr. Bhushan Tambe and Ms. Hitika Bagaddeo who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Mr Bhushan Tambe
640/5 Bhagirath Pura
Indore 452003 (M.P.)



Ms Hitika Bagaddeo
304 Girnar Tower palasia
Indore 452003 (M.P.)

- v. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

Item No. 1-Ordinary Resolution

Adoption of Audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%



Cont....3

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 2- Ordinary Resolution

Appointment of Mr. Santosh Shahra (DIN00305846), who retires by rotation and being eligible, offers himself for re-appointment.

(I) Voted in favour of resolution:

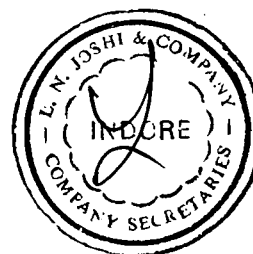
Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL



Cont....4

Item No. 3-Ordinary Resolution

Declare dividend on Redeemable Preference Shares for the year ended March 31, 2014.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 4 -Ordinary Resolution

Appointment of M/s Gupta Saharia & Co., Chartered Accountants, (FRN No 103446W) as statutory Auditor of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL



Cont....5

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 5- Ordinary Resolution

Appointment of Ms. Neha Singhania (DIN: 06879112), as an Independent Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 6- Ordinary Resolution

Appointment of Mr. Navin Khandelwal (DIN: 00134217) as an Independent Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%



Cont....6

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 7- Ordinary Resolution

Appointment of Mr. Rajesh Nema (DIN:00275815) as an Independent Director of the Company

(I) Voted in favour of resolution:

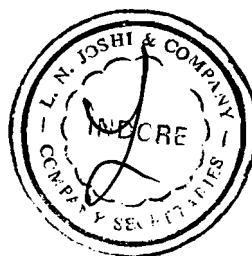
Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL



Cont....7

Item No. 8- Ordinary Resolution

Approval of remuneration of M/S. M Goyal & Co., Cost Auditors in practice for the financial year ending 31st March, 2015

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 9-Special Resolution

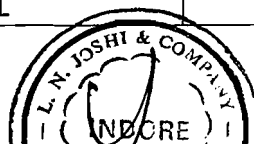
Enhancement of the Borrowing Powers for the purpose of Business of the Company

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL



Cont....8

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 10-Special Resolution

Authorization to the Board of Directors for Mortgaging and/or creating Charge on the Assets of the Company for Securing Loan for the purpose of business of the Company.

(I) Voted in favour of resolution:

Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
44	8658018	100%

(II) Voted against the resolution:

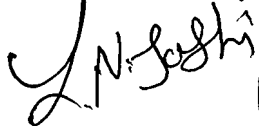
Number of Members Voted through electronic system	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

The register, all other papers and relevant records relating electronic voting shall remain in my safe custody until the chairperson considers, approves, signs the minutes of the aforesaid Annual General Meeting.

Thanking you,
Yours Faithfully,

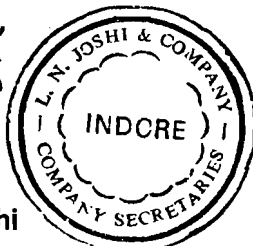


Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216



Place: Indore

Date: 5th September, 2014

FORM No. MGT-13
Report of Scrutinizer

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

To,
The Chairman,
28th Annual General Meeting of
National Steel and Agro Industries Limited
Registered office: 621, Tulsiani Chambers, Nariman Point,
Mumbai - 400021 (M.H.)

Poll Report on 28th Annual General Meeting of the members of National Steel and Agro Industries Limited held on Saturday, 6th September, 2014 at Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai- 400001 at 12.00 Noon.

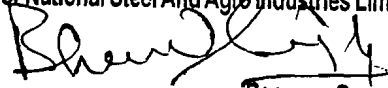
Dear Sir,

I, L.N. Joshi, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of National Steel and Agro Industries Limited held on Saturday, 6th September, 2014 at Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai- 400001 at 12.00 Noon, submit our report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.

CERTIFIED TRUE COPY

For National Steel And Agro Industries Limited.



Cont.2

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:

Item No. 1-Ordinary Resolution

Adoption of Audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.

- (I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
63	14238358	100%

- (II) Voted against the resolution:

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

- (III) Invalid Votes:

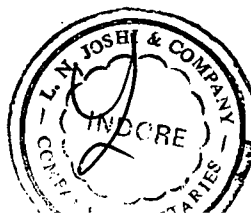
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

Item No. 2- Ordinary Resolution

Appointment of Mr. Santosh Shahra (DIN00305846), who retires by rotation and being eligible, offers himself for re-appointment.

- (I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
63	14238358	100%



(II) Voted against the resolution:

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

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

Item No. 3-Ordinary Resolution

Declare dividend on Redeemable Preference Shares for the year ended March 31, 2014.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
62	14238158	100%

(II) Voted against the resolution:

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

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
3	515

Item No. 4 -Ordinary Resolution

Appointment of M/s Gupta Saharia & Co., Chartered Accountants,(FRN No 103446W) as statutory Auditor of the Company.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
63	14238358	100%



(II) Voted against the resolution:

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

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

Item No. 5- Ordinary Resolution

Appointment of Ms. Neha Singhania (DIN: 06879112), as an Independent Director of the Company.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
63	14238358	100%

(II) Voted against the resolution:

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

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

Item No. 6- Ordinary Resolution

Appointment of Mr. Navin Khandelwal(DIN: 00134217)as an Independent Director of the Company.

-4-



(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
62	14238158	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
01	200	Negligible

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

Item No. 7- Ordinary Resolution

Appointment of Mr. Rajesh Nema (DIN: 00275815) as an Independent Director of the Company

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
62	14238158	100%

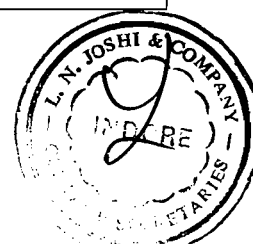
(II) Voted against the resolution:

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

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
03	515

-5-



Item No. 8- Ordinary Resolution

Approval of remuneration of M/S. M Goyal & Co., Cost Auditors in practice for the financial year ending 31st March, 2015

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
63	14238358	100%

(II) Voted against the resolution:

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

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

Item No. 9-Special Resolution

Enhancement of the Borrowing Powers for the purpose of Business of the Company

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
62	14238348	100%

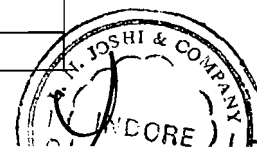
(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
01	10	Negligible

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

6-



Item No. 10-Special Resolution

Authorization to the Board of Directors for Mortgaging and/or creating Charge on the Assets of the Company for Securing Loan for the purpose of business of the Company.

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
61	14238148	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
02	210	Negligible

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
2	315

5. A Compact disc (CD) containing 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 all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully,

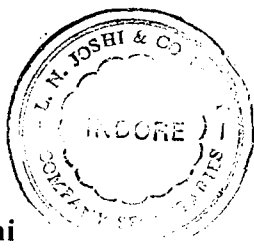
L.N. Joshi

Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216



Place: Mumbai

Date: 6th September, 2014