



National Steel & Agro Industries Ltd.

23rd September, 2017
Ref. No.: NSAIL/SEC/2017

To,
Corporate Relationship Department,
BSE Limited.
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001

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

Sub: Voting Results and Scrutiniser's Report in relation to the 31st Annual General Meeting of the Company held on Thursday, 21st September, 2017.

Dear Sir/Madam,

We are enclosing herewith following in relation to the 31st Annual General Meeting (AGM) of the Company held on Thursday, 21st September, 2017 at 12 Noon (IST) at the M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001 (Maharashtra):

- (i) Voting results pursuant to the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015 in the specified format.
- (ii) Scrutiniser's Report pursuant to the provision of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20, 21 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.





National Steel & Agro Industries Ltd.

- (iii) Annual Report for the Financial Year 2016-17 pursuant to the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015 duly approved and adopted by the Equity Shareholders (Members) of the Company as per the provisions of Companies Act, 2013.

This is for your information and records.

Thanking you,

Yours Sincerely

For National Steel and Agro Industries Limited

Pankaj Gupta
Company Secretary
Membership No.: FCS 9219



Date of the AGM/EGM	21st September, 2017
Total number of shareholders on record date	26,217
No. of shareholders present in the meeting either in person or through proxy:	111
Promoters and Promoter Group:	19
Public:	92
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public	

Resolution 1: Receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2017 including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of Board and Auditors thereon.

Resolution required: (Ordinary/ Special) Ordinary
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	2,21,93,683	1,98,39,116	89.3908	1,98,39,116	-	100.0000	-
	Poll		23,03,367	10.3785	23,03,367	-	100.0000	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		2,21,42,483	99.7693	2,21,42,483	-	100.0000	-
Public- Institutions	E-Voting	50,600	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,22,55,717	2,87,397	1.2913	2,87,245	152	99.9471	0.0529
	Poll		59,05,201	26.5334	49,55,201	9,50,000	83.9125	16.0875
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		61,92,598	27.8248	52,42,446	9,50,152	84.6566	15.3434
Total		4,45,00,000	2,83,35,081	63.6743	2,73,84,929	9,50,152	96.6467	3.3533



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Resolution 2: Appointment of Mr. Nagalingam Goli (DIN: 03317130), who retires by rotation and offers himself for reappointment.

Resolution required: (Ordinary/ Special)

Ordinary

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	2,21,93,683	1,98,39,116	89.3908	1,98,39,116	-	100.0000	-
	Poll		23,03,367	10.3785	23,03,367	-	100.0000	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		2,21,42,483	99.7693	2,21,42,483	-	100.0000	-
Public- Institutions	E-Voting	50,600	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,22,55,717	2,87,397	1.2913	2,87,117	280	99.9026	0.0974
	Poll		59,05,201	26.5334	49,55,201	9,50,000	83.9125	16.0875
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		61,92,598	27.8248	52,42,318	9,50,280	84.6546	15.3454
Total		4,45,00,000	2,83,35,081	63.6743	2,73,84,801	9,50,280	96.6463	3.3537



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Resolution 3: Ratification of appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirty Second Annual General Meeting and to fix their remuneration.

Resolution required: (Ordinary/ Special)

Ordinary

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	2,21,93,683	1,98,39,116	89.3908	1,98,39,116	-	100.0000	-
	Poll		23,03,367	10.3785	23,03,367	-	100.0000	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		2,21,42,483	99.7693	2,21,42,483	-	100.0000	-
Public-Institutions	E-Voting	50,600	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,22,55,717	2,87,395	1.2913	2,87,117	278	99.9033	0.0967
	Poll		59,05,201	26.5334	49,55,201	9,50,000	83.9125	16.0875
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		61,92,596	27.8247	52,42,318	9,50,278	84.6546	15.3454
Total		4,45,00,000	2,83,35,079	63.6743	2,73,84,801	9,50,278	96.6463	3.3537



Signature

Resolution 4: Ratification and confirmation for payment of remuneration to M. Goyal and Co., Cost Accountants.

Resolution required: (Ordinary/ Special)

Ordinary

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	2,21,93,683	1,98,39,116	89.3908	1,98,39,116	-	100.0000	-
	Poll		23,03,367	10.3785	23,03,367	-	100.0000	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		2,21,42,483	99.7693	2,21,42,483	-	100.0000	-
Public- Institutions	E-Voting	50,600	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,22,55,717	2,87,397	1.2913	2,87,019	378	99.8685	0.1315
	Poll		59,05,201	26.5334	49,55,201	9,50,000	83.9125	16.0875
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		61,92,598	27.8248	52,42,220	9,50,378	84.6530	15.3470
Total		4,45,00,000	2,83,35,081	63.6743	2,73,84,703	9,50,378	96.6459	3.3541



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Resolution 5: Approval for issue of Equity Shares/Warrants/non-convertible debt instruments along with warrants/any other convertible securities (other than warrants) of the Company to Qualified Institutional Buyers ("QIBs") by way of Qualified Institutions Placement (QIP Issue), in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Resolution required: (Ordinary/ Special)

Special

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	2,21,93,683	1,98,39,116	89.3908	1,93,39,116	5,00,000	97.4797	2.5203
	Poll		23,03,367	10.3785	23,03,367	-	100.0000	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		2,21,42,483	99.7693	2,16,42,483	5,00,000	97.7419	2.2581
Public-Institutions	E-Voting	50,600	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,22,55,717	2,87,397	1.2913	2,87,245	152	99.9471	0.0529
	Poll		59,05,201	26.5334	49,55,201	9,50,000	83.9125	16.0875
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		61,92,598	27.8248	52,42,446	9,50,152	84.6566	15.3434
Total		4,45,00,000	2,83,35,081	63.6743	2,68,84,929	14,50,152	94.8821	5.1179



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Report of Scrutiniser

(Pursuant to Section 108 and 109 of the Companies Act 2013 read with Rule 20 and 21 of the Companies (Management and Administrations) Rules, 2014 as amended)

To,
The Chairman of 31st Annual General Meeting / Authorised Person,
NATIONAL STEEL AND AGRO INDUSTRIES LIMITED
Registered Office: 621, Tulsiani Chambers, Nariman Point,
Mumbai - 400021, Maharashtra

Dear Sir,

Subject: Passing of Resolution(s) through Poll conducted at the 31st Annual General Meeting held on Thursday, 21st September, 2017 and remote e-voting of National Steel and Agro Industries Limited.

I, Ashish Garg, Practicing Company Secretary, Indore having been appointed as the Scrutinizer by the Board of Directors of National Steel and Agro Industries Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and the poll to be conducted at the venue of the Annual General Meeting ("AGM"), pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, do hereby submit my Report as under:-

- (i) The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the remote e-voting platform to the Equity Shareholders (Members) of the Company.
- (ii) The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was Thursday, 14th September, 2017.
- (iii) The remote e-voting facility was open from Monday, 18th September, 2017 (10.00 A.M.) to Wednesday, 20th September, 2017 (05.00 P.M.)



- (iv) The Company completed the dispatch of the Notice of AGM along with Annual Report for the Financial Year 2016-17 to the members by **23rd August, 2017**.
- (v) As prescribed under Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standard (having country-wide circulation) and in Marathi Language in The Mumbai Lakshadeep on 25th August, 2017.
- (vi) At the end of the voting period on **20th September, 2017** at 5.00 P.M., the voting portal of CDSL was blocked.
- (vii) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID/ folio numbers, number of shares held but not the manner in which they have voted.
- (viii) Accordingly, CDSL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- (ix) At the venue of the AGM, at the end of discussion the Chairman ordered voting for those members present but had not cast their vote through remote e-voting.
- (x) On Thursday, **21st September 2017** after the conclusion of voting at the AGM first counted the votes cast at the meeting thereafter unblocked the votes cast through remote e-voting in the presence of two witnesses, viz CS Shraddha Jain and CS Shilpa Gulani, who are not in the employment of the Company.
- (xi) The voting done through poll at the meeting and remote e-voting were reconciled with the records maintained by the Company and the authorizations /proxies lodged with the Company.



Thereafter, I as a Scrutinizer duly compiled the details of voting through poll done at the venue of the AGM and the remote e-voting carried out by the Members, the details of which are as follows:

Resolution No. 1 - Ordinary Resolution

Receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2017 including Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of Board and Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members *	No. of Votes	% of Total Number of Valid Votes	No. of Members *	No. of Votes	% of Total Number of Valid Votes		No. of Members *	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	72	72,58,568	88.4267	2	9,50,000	11.5733	82,08,568	7	2,083
Remote E-voting	51	2,01,26,361	99.9992	8	152	0.0008	2,01,26,513	-	-
Total	122	2,73,84,929	96.6467	10	9,50,152	3.3533	2,83,35,081	7	2,083

Resolution No. 2 - Ordinary Resolution

Appointment of Mr. Nagalingam Goli (DIN: 03317130), who retires by rotation and being eligible, offers himself for reappointment

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members *	No. of Votes	% of Total Number of Valid Votes	No. of Members *	No. of Votes	% of Total Number of Valid Votes		No. of Members *	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	72	72,58,568	88.4267	2	9,50,000	11.5733	82,08,568	7	2,083
Remote E-voting	50	2,01,26,233	99.9986	9	280	0.0014	2,01,26,513	-	-
Total	121	2,73,84,801	96.6463	11	9,50,280	3.3537	2,83,35,081	7	2,083



Resolution No. 3 – Ordinary Resolution

Ratification of appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirty Second Annual General Meeting and to fix their remuneration

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members *	No. of Votes	% of Total Number of Valid Votes	No. of Members *	No. of Votes	% of Total Number of Valid Votes		No. of Members *	No. of Votes
1	2	3	4=(3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	72	72,58,568	88.4267	2	9,50,000	11.5733	82,08,568	7	2,083
Remote E-voting	50	2,01,26,233	99.9986	8	278	0.0014	2,01,26,511	-	-
Total	121	2,73,84,801	96.6463	10	9,50,278	3.3537	2,83,35,079	7	2,083

Resolution No. 4 – Ordinary Resolution

Ratification and confirmation for payment of remuneration to M. Goyal & Co., Cost Accountants

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members *	No. of Votes	% of Total Number of Valid Votes	No. of Members *	No. of Votes	% of Total Number of Valid Votes		No. of Members *	No. of Votes
1	2	3	4=(3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	72	72,58,568	88.4267	2	9,50,000	11.5733	82,08,568	7	2,083
Remote E-voting	50	2,01,26,135	99.9981	9	378	0.0019	2,01,26,513	-	-
Total	121	2,73,84,703	96.6459	11	9,50,378	3.3541	2,83,35,081	7	2,083



Resolution No. 5 - Special Resolution

Approval for Issue of Equity Shares / warrants / non-convertible debt instruments along with warrants / any other convertible securities (other than warrants) of the Company to Qualified Institutional Buyers ("QIBs") by way of Qualified Institutions Placement ("QIP Issue"), in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members *	No. of Votes	% of Total Number of Valid Votes	No. of Members *	No. of Votes	% of Total Number of Valid Votes		No. of Members *	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	72	72,58,568	88.4267	2	9,50,000	11.5733	82,08,568	7	2,083
Remote E-voting	50	1,96,26,361	97.5150	9	5,00,152	2.4850	2,01,26,513	-	-
Total	121	2,68,84,929	94.8821	11	14,50,152	5.1179	2,83,35,081	7	2,083

* No. of Members is equivalent to No. of Folios / Accounts.

- (xii) The 2083 Votes of 7 members have been considered invalid on account of signature mismatch.
- (xiii) The list of Equity shareholders who voted "FOR"/"AGAINST" for each resolution through remote e-voting process and at the Poll in AGM is sent to Mr. Pankaj Gupta, Company Secretary of the Company for records.
- (xiv) All relevant record of electronic voting will remain in my safe custody until the Chairman of the meeting considers, approves and signs the Minutes of 31st Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the Company for safe keeping.



Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

Thanking you,
Yours Faithfully,

3112



Scrutiniser

Name : Ashish Garg

Practicing Company Secretary

Membership No. FCS 5181/ CP No. 4423

Counter signed by

For NATIONAL STEEL AND AGRO INDUSTRIES LIMITED

A handwritten signature in blue ink, appearing to read "P Gupta".

PANKAJ GUPTA

Company Secretary

Authorised by the Chairman of 31st Annual General Meeting



Place: Indore

Date: 23rd September, 2017