

5th September, 2016
Ref. No.: NSAIL/SEC/2016

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: Proceedings of the 30th Annual General Meeting along with Voting Results
and Scrutiniser's Report**

Dear Sir/Madam,

We are enclosing herewith following in relation to the 30th Annual General Meeting (AGM) of the Company held on Saturday, 3rd September, 2016 at 11.00 A.M (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) Proceedings of the 30th AGM pursuant to the provisions of Regulation 30 read with Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015;
- (ii) Voting results pursuant to the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015 in the specified format.






- (iii) Scrutiniser's Report pursuant to the provision of Section 108 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.
- (iv) Annual Report for the Financial Year 2015-16 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. 15649



Proceedings of the 30th Annual General Meeting of the Company

The 30th Annual General Meeting (AGM) of the Equity Shareholders (Members) of National Steel and Agro Industries Limited ('the Company') was held on Saturday, 3rd September, 2016 at 11.00 A.M (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). Mr. Santosh Shahra - Executive Chairman of the Company, chaired the meeting. Mr. Nagalingam Goli - Managing Director, Mr. Rajesh Nema - Independent Director, Mr. Mahesh Jain - Chief Financial Officer, Mr. Pankaj Gupta - Company Secretary and Mr. Suresh Saharia - Partner of Gupta Saharia & Co, Statutory Auditors of the Company, were also present at the meeting. Mr. Navin Khandelwal - Independent Director, Mr Munish Mohan - Nominee Director of IDBI Bank Limited and Mrs. Neha Singhania - Independent Director, could not attend the meeting due to their preoccupations.

Mr. Pankaj Gupta, Company Secretary of the Company has introduced all the people on the dais. Thereafter, he requested the Chairman to begin the proceedings of the meeting.

The Chairman called the meeting to order as the requisite quorum being present. The Chairman delivered his speech.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided



an opportunity to cast their votes at Poll. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated 27th May, 2016 were transacted at the meeting:

1. Receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2016 including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports Board and Auditors thereon.
2. Declaration of a dividend on Redeemable Cumulative Preference Shares for the financial year ended 31st March, 2016.
3. Appointment of Mr. Santosh Shahra (DIN: 00305846), who retires by rotation and offers himself for reappointment.
4. Ratification of appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirty First Annual General Meeting and to fix their remuneration.
5. Ratification and confirmation for payment of remuneration to M. Goyal and Co., Cost Accountants.
6. Payment of remuneration to Director(s).





7. Waiver of recovery of excess remuneration paid and further payment of remuneration to Mr. Santosh Shahra for the financial year 2015-16.
8. Appointment of and remuneration to be paid to Mr. Santosh Shahra as Whole-time Director (designated as Executive Chairman).

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. Ashish Garg, as the Scrutiniser to supervise the e-voting and ballot (Poll) voting process.

Based on the Scrutiniser's Report all the resolutions as set out in the notice of AGM have been duly approved by the Members with requisite majority.



Date of the AGM/EGM

3rd September, 2016

Total number of shareholders on record date

26,508

No. of shareholders present in the meeting either in person or through proxy:

97

Promoters and Promoter Group:

19

Public:

78

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, 2016 including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports 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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public- Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,84,607	8,500	97.10	2.90
	Poll		42,74,988	18.85	42,74,138	850	99.98	0.02
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,58,745	9,350	99.80	0.20
Total		4,45,00,000	2,36,56,128	53.16	2,36,46,778	9,350	99.96	0.04



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Resolution 2: Declaration of a dividend on Redeemable Cumulative Preference Shares for the financial year ended 31st March, 2016.

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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public-Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,84,457	8,650	97.05	2.95
	Poll		42,74,988	18.85	42,74,138	850	99.98	0.02
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,58,595	9,500	99.79	0.21
Total		4,45,00,000	2,36,56,128	53.16	2,36,46,628	9,500	99.96	0.04



Resolution 3: Appointment of Mr. Santosh Shahra (DIN: 00305846), who retires by rotation and offers himself for reappointment.

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

Please refer Note 1

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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public- Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,83,857	9,250	96.84	3.16
	Poll		42,74,988	18.85	42,74,138	850	99.98	0.02
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,57,995	10,100	99.78	0.22
Total		4,45,00,000	2,36,56,128	53.16	2,36,46,028	10,100	99.96	0.04



Resolution 4: Ratification of appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirty First 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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public- Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,83,857	9,250	96.84	3.16
	Poll		42,74,988	18.85	42,74,988	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,58,845	9,250	99.80	0.20
Total		4,45,00,000	2,36,56,128	53.16	2,36,46,878	9,250	99.96	0.04



Resolution 5: 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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public- Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,84,607	8,500	97.10	2.90
	Poll		42,74,988	18.85	42,74,988	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,59,595	8,500	99.81	0.19
Total		4,45,00,000	2,36,56,128	53.16	2,36,47,628	8,500	99.96	0.04



Resolution 6: Payment of remuneration to Director(s).

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Special

Please refer Note 1 & 2

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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public-Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,83,707	9,400	96.79	3.21
	Poll		42,74,988	18.85	42,74,138	850	99.98	0.02
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,57,845	10,250	99.78	0.22
Total		4,45,00,000	2,36,56,128	53.16	2,36,45,878	10,250	99.96	0.04



Resolution 7: Waiver of recovery of excess remuneration paid and further payment of remuneration to Mr. Santosh Shahra for the financial year 2015-16.

Resolution required: (Ordinary/ Special)

Special

Whether promoter/ promoter group are interested in the agenda/resolution?

Please refer Note 1

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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public- Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,83,707	9,400	96.79	3.21
	Poll		42,74,988	18.85	42,74,138	850	99.98	0.02
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,57,845	10,250	99.78	0.22
Total		4,45,00,000	2,36,56,128	53.16	2,36,45,878	10,250	99.96	0.04



Resolution 8: Appointment of and remuneration to be paid to Mr. Santosh Shahra as Whole-time Director (designated as Executive Chairman).

Resolution required: (Ordinary/ Special)

Special

Whether promoter/ promoter group are interested in the agenda/resolution?

Please refer Note 1

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	2,17,65,083	1,80,65,216	83.00	1,80,65,216	-	100.00	-
	Poll		10,22,817	4.70	10,22,817	-	100.00	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		1,90,88,033	87.70	1,90,88,033	-	100.00	-
Public-Institutions	E-Voting	61,700	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,26,73,217	2,93,107	1.29	2,83,707	9,400	96.79	3.21
	Poll		42,74,988	18.85	42,74,138	850	99.98	0.02
	Postal Ballot (if applicable)		N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total		45,68,095	20.15	45,57,845	10,250	99.78	0.22
Total		4,45,00,000	2,36,56,128	53.16	2,36,45,878	10,250	99.96	0.04

Note 1: In Resolution Nos. 3, 6, 7 & 8 Mr. Santosh Shahra was interested i.e. Promoters / Promoter Group were interested.

Note 2: In Resolution No. 6 all the Directors were interested.



Scrutiniser's Report-Combined

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

To,

The Chairman of 30th Annual General Meeting
NATIONAL STEEL AND AGRO INDUSTRIES LIMITED
Registered Office: 621, Tulsiani Chambers, Nariman Point,
Mumbai (MH) 400021

Dear Sir,

Sub: Passing of Resolution(s) through Poll conducted at 30th Annual General Meeting and remote e-voting, of National Steel and Agro Industries Limited

I, Ashish Garg, Practicing Company Secretary having been appointed as the Scrutiniser by the Board of Directors of National Steel and Agro Industries Limited (hereinafter referred to as "the Company") for the purpose of scrutinising remote e-voting process and the poll to be conducted at the venue of the Annual General Meeting ("AGM"), pursuant to Section 108 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 Saturday, 27th August, 2016.



- (iii) The remote e-voting facility was open from Wednesday, 31st August 2016, 10:00 A.M. to Friday, 2nd September 2016, 5:00 P.M.
- (iv) The Company completed the dispatch of the Notice of AGM along with Annual Report for the Financial Year 2015-16 to the members by Saturday, 6th August, 2016.
- (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 Mumbai Lakshadeep on 9th August, 2016.
- (vi) At the end of the voting period on 2nd September, 2016 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, folios, 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 Saturday, 3rd September, 2016 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 Ms. Monika Rizwani and Mr. Anurag Gangrade, who acted as the witnesses.



- (xi) The voting done through poll at the meeting and remote e-voting were reconciled with the records maintained by the Company and the authorisations /proxies lodged with the Company.

Thereafter, I as a Scrutiniser 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:

Item No.1: Ordinary Resolution

Receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2016 including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports 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 Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	61	52,96,955	99.98	1	850	0.02	52,97,805	9	156
Remote E-voting	39	1,83,49,823	99.95	2	8,500	0.05	1,83,58,323	-	-
Total	100	2,36,46,778	99.96	3	9,350	0.04	2,36,56,128	9	156

Item No.2: Ordinary Resolution

Declaration of a dividend on Redeemable Cumulative Preference Shares for the financial year ended 31st March, 2016:

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	61	52,96,955	99.98	1	850	0.02	52,97,805	9	156
Remote E-voting	38	1,83,49,673	99.95	3	8,650	0.05	1,83,58,323	-	-
Total	99	2,36,46,628	99.96	4	9,500	0.04	2,36,56,128	9	156



Item No. 3: Ordinary Resolution

Appointment of Mr. Santosh Shahra (DIN: 00305846), who retires by rotation and 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 Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	61	52,96,955	99.98	1	850	0.02	52,97,805	9	156
Remote E-voting	38	1,83,49,073	99.95	3	9,250	0.05	1,83,58,323	-	-
Total	99	2,36,46,028	99.96	4	10,100	0.04	2,36,56,128	9	156

Item No.4: Ordinary Resolution

Ratification of appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirty First 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 Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	62	52,97,805	100.00	-	-	-	52,97,805	9	156
Remote E-voting	38	1,83,49,073	99.95	3	9,250	0.05	1,83,58,323	-	-
Total	100	2,36,46,878	99.96	3	9,250	0.04	2,36,56,128	9	156



Item No.5: Ordinary Resolution

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

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	62	52,97,805	100.00	-	-	-	52,97,805	9	156
Remote E-voting	39	1,83,49,823	99.95	2	8,500	0.05	1,83,58,323	-	-
Total	101	2,36,47,628	99.96	2	8,500	0.04	2,36,56,128	9	156

Item No.6: Special Resolution

Payment of remuneration to Director(s):

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	61	52,96,955	99.98	1	850	0.02	52,97,805	9	156
Remote E-voting	37	1,83,48,923	99.95	4	9,400	0.05	1,83,58,323	-	-
Total	98	2,36,45,878	99.96	5	10,250	0.04	2,36,56,128	9	156



Item No.7: Special Resolution

Waiver of recovery of excess remuneration paid and further payment of remuneration to Mr. Santosh Shahra for the financial year 2015-16:

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	61	52,96,955	99.98	1	850	0.02	52,97,805	9	156
Remote E-voting	37	1,83,48,923	99.95	4	9,400	0.05	1,83,58,323	-	-
Total	98	2,36,45,878	99.96	5	10,250	0.04	2,36,56,128	9	156

Item No.8: Special Resolution

Appointment of and remuneration to be paid to Mr. Santosh Shahra as Whole-time Director (designated as Executive Chairman):

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	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	61	52,96,955	99.98	1	850	0.02	52,97,805	9	156
Remote E-voting	37	1,83,48,923	99.95	4	9,400	0.05	1,83,58,323	-	-
Total	98	2,36,45,878	99.96	5	10,250	0.04	2,36,56,128	9	156

(xii) The votes of 9 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 30th Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting or 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,

31/9
Scrutiniser

Name: ASHISH GARG

Practicing Company Secretary

Membership No.FCS5181/ CP No. 4423



WITNESSES

1. Ms. Monika Rizwani

2. Mr. Anurag Gangrade

Counter signed by

For NATIONAL STEEL AND AGRO INDUSTRIES LIMITED

Pankaj Gupta

Company Secretary

Authorised by Chairman of the Company



Place: Indore

Date: 5th September, 2016