

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman of 45<sup>th</sup> Annual General Meeting of the members of**  
Welcast Steels Limited,  
115, G V M Estate,  
Odhav Road, Odhav,  
Ahmedabad-382410

Dear Sir,

**Subject: Scrutinizer's Consolidated Report on E-voting and Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014.**

1. I, Tushar Vora appointed as Scrutinizer by
  - i. the Board of Directors of Welcast Steels Ltd. [the Company] for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 as amended vide Notification dated 19<sup>th</sup> March, 2015 and
  - ii. the Chairman of the 45<sup>th</sup> Annual General Meeting, on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies [Management and Administration] Rules, 2014, on the resolutions contained in the Notice of the 45<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday 14<sup>th</sup> August, 2017 at 11.30 a.m. at H. T. Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-15.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice convening the 45<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a 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 and voting by poll conducted at the said meeting venue.
3. As required under Rule 21[2] of the Companies [Management and Administration] Rules, 2014, I have issued separate Scrutinizer's Report dated 14<sup>th</sup> August, 2017 **on the Poll** on the resolutions contained in the Notice of the AGM.

4. I have also issued separate Scrutinizer's Report dated 14<sup>th</sup> August, 2017 on e-voting on the resolutions contained in the Notice of the AGM.
5. As required under Rule 20[4][xii] of the Companies [Management and Administration] Rules, 2014, I submit herewith my consolidated Report on the results of e-voting together with that of Poll as under:

Item No. of the Notice	Ordinary / Special Resolution	Votes in favour of the Resolutions		Votes Against the Resolutions		Invalid Votes
		Nos.	% of total valid votes casts [Favour and Against]	Nos.	% of total valid votes casts [Favour and Against]	Nos.
1	Ordinary Resolution	493764	100	00	00	00
2	Ordinary Resolution	493764	100	00	00	00
3	Ordinary Resolution	493764	100	00	00	00
4	Ordinary Resolution	493764	100	00	00	00
5	Ordinary Resolution	493764	100	00	00	00
6	Ordinary Resolution	16103	100	00	00	00
7	Special Resolution	493764	100	00	00	00

Thanking you,  
Yours Faithfully,



Name: Tushar Vora  
Practicing Company Secretary  
Scrutinizer  
FCS: 3459, COP: 1745



Place : Ahmedabad  
Date : 14<sup>th</sup> August, 2016

**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014]

To,

**The Chairman of 45<sup>th</sup> Annual General Meeting of the members of**  
Welcast Steels Limited,  
115, G V M Estate,  
Odhav Road, Odhav,  
Ahmedabad-382410

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 (4)(xii) of Companies (Management and Administration) Rules, 2014.**

1. I, **Tushar Vora, Practicing Company Secretary**, appointed by the Board of Directors of Welcast Steels Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing the E-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 on the below mentioned resolution(s), contained in the Notice to the 45<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on Monday, the 14<sup>th</sup> August, 2017 at 11.30 A.M. at H. T. Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-15.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the 45<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.
3. 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.
  - ii. The Members of the Company as on the "Cut Off" date i.e. 7<sup>th</sup> August, 2017 were entitled to vote on the resolutions (Items Number 1 to 7 as set out in Notice of 45<sup>th</sup> AGM of the Company).
  - iii. The e-voting period commenced on Friday, 11<sup>th</sup> August, 2017 (09.00 A.M.) to Sunday, 13<sup>th</sup> August, 2017 (5.00 P.M.). The votes cast were unblocked on 14<sup>th</sup> August, 2017 in the presence of two witnesses, Mr. Lay Desai and Mr. Smit Upadhyay who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

  
Lay Desai



  
Smit Upadhyay

- iv. Thereafter, the details containing *inter alia*, list of equity shareholders, who voted "for" , "against" to each of the resolutions that were put to vote , were generated from the e-voting website of Central Depository Services (India) Limited (CDSL), i.e. [www.evotingindia.com](http://www.evotingindia.com) and based such reports generated, the result of e-voting is as under:

**Item No. 1 - Ordinary Resolution**

**Resolution** to receive, consider and adopt the Audited Balance Sheet as at the year ended 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.

- (I) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
21	493730	100

- (II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

- (III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

- (IV) No members abstained from voting on this resolution.

**Item No. 2 - Ordinary Resolution**

**Resolution** to declare Dividend on Equity Shares for the Financial Year 2016-17.

- (I) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
21	493730	100

- (II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

- (III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

- (IV) No members abstained from voting on this resolution.

**Item No. 3 - Ordinary Resolution**

**Resolution** to appoint a Director in place of Mrs. Khushali Samip Solanki [DIN: 07008918], who retires by rotation and being eligible, offers herself for re-appointment.

(I) Voted **in favour** the of resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
21	493730	100

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) No members abstained from voting on this resolution.

**Item No. 4 - Ordinary Resolution**

**Resolution** to appoint of M/s. Ganapathraj & Co., Chartered Accountants [ICAI Firm Registration No.000846S] as Statutory Auditors of the Company to hold office from the conclusion of 45<sup>th</sup> Annual General Meeting until the conclusion of the 50<sup>th</sup> Annual General Meeting and to fix their remuneration.

(I) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
21	493730	100

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) No members abstained from voting on this resolution.



**Item No. 5 - Ordinary Resolution**

**Resolution** to ratify the remuneration of Rs. 60,000/- to M/s. Kiran J. Mehta & Co. Cost Accountants appointed by the Board of Directors on the recommendations of the Audit Committee to conduct the Audit of Cost Records pertaining of the Company for the Financial Year ending on 31<sup>st</sup> March 2018.

(I) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
21	493730	100

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) No members abstained from voting on this resolution.

**Item No. 6 - Ordinary Resolution**

**Resolution** to approve related party transaction with M/s. AIA Engineering Limited- Holding Company of the Company.

(I) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
20	16069	100

(II) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) No members abstained from voting on this resolution.



**Item No. 7 - Special Resolution**

**Resolution** to adopt and replace existing set of Articles of the Company with a new set of Article of Association containing regulations in accordance with the provision of the New Act and the Rules made thereof.

(I) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
21	493730	100

(II) Voted **against** the resolution:

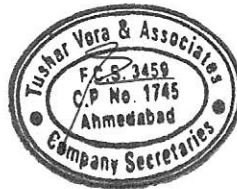
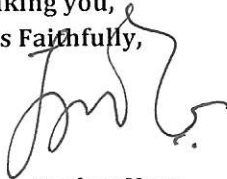
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast [Favour and Against]
Nil	N.A.	N.A.

(III) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	N.A.

(IV) No members abstained from voting on this resolution.

Thanking you,  
Yours Faithfully,



Name: Tushar Vora  
Practicing Company Secretary  
Scrutinizer

FCS: 3459

COP: 1745

Place : Ahmedabad

Date : 14<sup>th</sup> August, 2017



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 of 45<sup>th</sup> Annual General Meeting of the members of**  
Welcast Steels Limited,  
115, G V M M Estate,  
Odhav Road, Odhav,  
Ahmedabad-382410

**The 45<sup>th</sup> Annual General Meeting of the members of Welcast Steels Limited (the Company) held on Monday, the 14<sup>th</sup> August, 2017 at 11.30 A.M. at H. T. Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-15.**

Dear Sir,

I, **Tushar Vora, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 45<sup>th</sup> Annual General Meeting of the Equity Shareholders of Welcast Steels Limited held on Monday, the 14<sup>th</sup> August, 2017 at 11.30 A.M. at H. T. Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-15, submit my report as under:

1. One ballot box kept for polling at the venue of the general meeting was locked in my presence with due identification marks placed by me.
2. After closing of voting by the members present at the meeting, the locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. There were no poll papers, which were incomplete and/or which were otherwise found defective.
4. The result of the poll is as under:





**Item No. 1 - Ordinary Resolution**

**Resolution** to receive, consider and adopt the Audited Balance Sheet as at the year ended 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and 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
6	34	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	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

**Item No. 2 - Ordinary Resolution**

**Resolution** to declare Dividend on Equity Shares for the Financial Year 2016-17.

(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
6	34	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	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

**Item No. 3 - Ordinary Resolution**

**Resolution** to appoint a Director in place of Mrs. Khushali Samip Solanki [DIN: 07008918], who retires by rotation and being eligible, offers herself 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
6	34	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	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

**Item No. 4 - Ordinary Resolution**

**Resolution** to appoint of M/s. Ganapathraj & Co., Chartered Accountants [ICAI Firm Registration No.000846S] as Statutory Auditors of the Company to hold office from the conclusion of 45<sup>th</sup> Annual General Meeting until the conclusion of the 50<sup>th</sup> Annual General Meeting and to fix their remuneration.

(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
6	34	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	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

**Item No. 5 - Ordinary Resolution**

**Resolution** to ratify the remuneration of Rs. 60,000/- to M/s. Kiran J. Mehta & Co. Cost Accountants appointed by the Board of Directors on the recommendations of the Audit Committee to conduct the Audit of Cost Records pertaining of the Company for the Financial Year ending on 31<sup>st</sup> March 2018.

(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
6	34	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	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

**Item No. 6 - Ordinary Resolution**

**Resolution** to approve related party transaction with M/s. AIA Engineering Limited- Holding Company 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
6	34	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	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

**Item No. 7 – Special Resolution**

**Resolution** to adopt and replace existing set of Articles of the Company with a new set of Article of Association containing regulations in accordance with the provision of the New Act and the Rules made thereof.

(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
6	34	100

(II) Voted against the resolution:

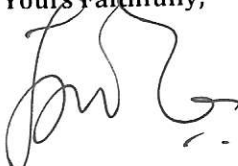
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	N.A.

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/Director authorize by the Board for safe keeping.

Thanking you,  
Yours Faithfully,



Name: Tushar Vora  
Practicing Company Secretary  
Scrutinizer  
FCS: 3459, COP: 1745  
Place : Ahmedabad  
Date : 14<sup>th</sup> August, 2017

