

**P S CHANNE & ASSOCIATES**  
COMPANY SECRETARIES

**Form No. MGT-13**  
**Report of Scrutinizer(s)**

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

To,

Mr. N.D.Saraf

Chairman

11<sup>th</sup> Annual General Meeting of the Equity Shareholders of Facor Steels Limited, held on 11<sup>th</sup> September, 2014 at 2.30 p.m. at 46 A&B, MIDC Industrial Estate, Hingna Road, Nagpur – 440 028 (Maharashtra).

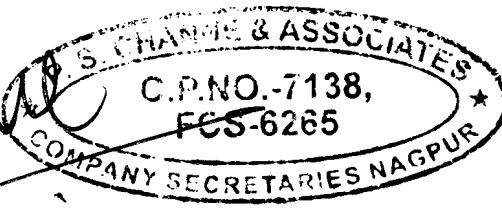
Dear Sir,

I Pradeep S. Channe, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the annual general meeting of the Equity Shareholders of the Facor Steels Limited, held on 11<sup>th</sup> September, 2014 at 2.30 p.m. at 46 A&B, MIDC Industrial Estate, Hingna Road, Nagpur – 440 028 (Maharashtra), submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Mr. N.D. Saraf, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
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:

(a) **Item No. 1**

Ordinary Resolution for Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2014.

*Pradeep S. Channe*  


**Office & Residence –**  
Plot No 131, Shyam Nagar ,  
Lay-out No. 3, Bel-Tarodi Road,  
Somalwada Extension,  
Wardha Road, Nagpur-440015  
E-mail – pradipt21@rediffmail.com  
fcs6265@gmail.com  
CELL : 9595447460 & 7620214671

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(b) **Item No. 2**

Ordinary Resolution for Re-appointment of Mr. Narayandas Saraf (DIN 00006260), as Director who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

  
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(c) **Item No. 3**

Ordinary Resolution for Appointment of Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(d) **Item No. 4**

Ordinary resolution for Appointment of Mr. Anand S. Kapre (DIN 00019530), as Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

  
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(e) **Item No. 5**

Ordinary resolution for Appointment of Mr. Mohandas S. Adige (DIN 00280925), as Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(f) **Item No. 6**

Ordinary resolution for Appointment of Mr. Mahendra B. Thaker (DIN 00004263), as Independent Director

(i) Voted in favour of the resolution:

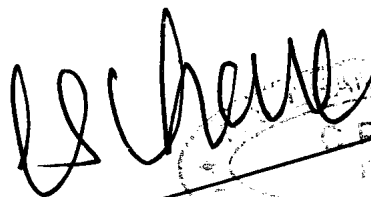
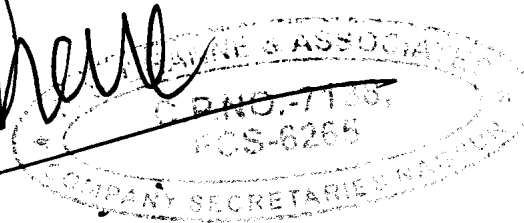
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	99.92

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	2647

(g) **Item No. 7**

Ordinary resolution for Appointment of Mr. Kesharao A. Pardhi (DIN 00009724), as Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(h) **Item No. 8**

Ordinary resolution for Appointment of Mr. Vinod Saraf (DIN 00012034), as Managing Director.

(i) Voted in favour of the resolution:

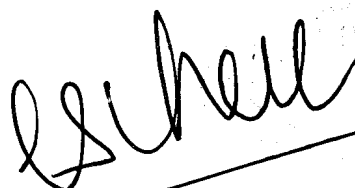
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

  
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(i) **Item No. 9**

Special resolution to approve borrowing limits of the Company to borrow moneys in excess of aggregate of paid up capital & free reserved of the company provided that total amount borrowed & outstanding shall not be in excess of Rs. 300 crores:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(j) **Item No. 10**

Special resolution for Creation of charge on the assets of the Company

(i) Voted in favour of the resolution:

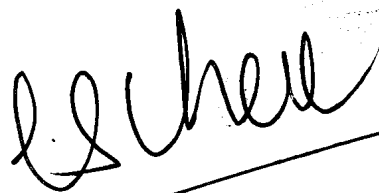
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

  
A handwritten signature in black ink, appearing to read 'S. Chellu', is written over a horizontal line. To the right of the signature, there is a faint, partially legible stamp that includes the words 'NAME & ASSOCIATES'.

(k) **Item No. 11**

Ordinary resolution for making Reference to BIFR

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(l) **Item No. 12**

Ordinary resolution for ratification of Cost Auditor's Remuneration

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3280728	100

(iv) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(v) Invalid votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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.

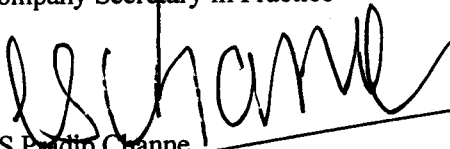


6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

For P S Channe & Associates  
Company Secretary in Practice



CS Pradip Channe  
(Proprietor)

M. No. FCS 6265

C. P. No.7138

Place: Nagpur

Date: September 12, 2014

