

Date: 26<sup>th</sup> September, 2017

To  
The Secretary  
BSE Ltd.  
P J Towers, Dalal Street,  
Mumbai-400 001  
Scrip Code: 532650

The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400 051  
NSE Symbol: MSPL

Dear Sir/Madam,

**SUB: Submission of Voting Results conducted with respect to 48th Annual General Meeting Along with Scrutinizer's Report**

This is to inform you that in accordance with the Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, we hereby enclose in the prescribed format, the voting results of the 48<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Saturday, 23<sup>rd</sup> September 2017, at 12:30 PM at Kala Kunj 48, Shakespeare Sarani, Kolkata – 700 020.

Further we also enclose copy of the Scrutinizer's Report as submitted by Ms. Swati Bajaj, Partner, M/s. PS & Associates, Practicing Company Secretaries.

Based on the report submitted by the Scrutinizer, Ms. Shreya Kar, Company Secretary of the Company as authorised by Chairman of the 48<sup>th</sup> Annual General Meeting of the Company, has declared the results of the voting done in respect of the resolution transacted in the Annual General Meeting on 23<sup>rd</sup> September, 2017. The result of the said voting based on Scrutinizer's Report is appended here with.

Thanking You,

Yours faithfully,  
For MSP Steel & Power Limited

  
Shreya Kar  
Company Secretary  
ACS Membership No.:41041



Encl. as above

Regd. Office :

1, Crooked Lane, Kolkata - 700 069, Ph. : +91-33-2248 3795, Fax : +91-33-2248 1720

Works :

Village & P.O. : Jamgaon, Dist. : Raigarh, Pin - 496 001, Chattisgarh

Ph. : 07762-264449/51/52/53, Fax : 07762-264450



IS : 1786



Voting Results of MSP STEEL & POWER LIMITED		
Date of AGM	23rd September, 2017	
Total No. of Shareholders as on Record Date i.e. 15.09.2017	10703	
No. of Shareholders present in the meeting either in person or through proxy:		
a. Promoters and Promoter Group:	21	
b. Public:	319	
No. of Shareholders attended the Meeting through Video Conferencing	N.A.	

Item No1. : Adoption of Annual Accounts								
Resolution Required: (Ordinary/Special)			Ordinary Resolution					
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		63343500	100.00	63343500	-	100.00	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	63343500	63343500	100.00	63343500	-	100.00	-
Public - Institution	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting		7227992	99.98	7227992	-	99.98	-
	Poll		1446 *	0.02	56	1000	0.00	0.01
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	7229438	7229438	100.00	7228048	1,000	99.98	0.01
*390 votes are invalid hence the total no. of votes polled doesn't equate with total no. of votes in favour & against								

For MSP Steel & Power Limited

  
Company Secretary



**Item No2. : Appointment of Mr. Suresh Kumar Agrawal as Director liable to retire by rotation**Resolution Required: (Ordinary/Special) **Ordinary Resolution**

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

YES

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	63343500	63343500	100.00	62115260	-	98.06	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	-	NA
	Total		63343500	100.00	62115260	-	98.06	-
Public - Institution	E-Voting	63343500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		-	-	-	-	-	-
	Total		NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	7229438	7227992	99.98	7227992	0	99.98	-
	Poll		1446 *	0.02	56	1000	0.00	0.01
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		7229438	100	7228048	1,000	100.0	0.01

**\*390 votes are invalid hence the total no. of votes polled doesn't equate with total no. of votes in favour & against****Item No3. : Appointment of Statutory Auditor**Resolution Required: (Ordinary/Special) **Ordinary Resolution**

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	63343500	63343500	100.00	63343500	-	100.00	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		63343500	100.00	63343500	-	100.00	-
Public - Institution	E-Voting	63343500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	7229438	7227992	99.98	7227992	-	99.98	-
	Poll		1446 *	0.02	56	1000	0.00	0.01
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		7229438	100.00	7228048	1,000	99.98	0.01

**\*390 votes are invalid hence the total no. of votes polled doesn't equate with total no. of votes in favour & against**

For MSP Steel &amp; Power Limited

  
 Company Secretary

Item No.4 : Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the company								
Resolution Required: (Ordinary/Special)		Ordinary Resolution						
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	63343500	63343500	100.00	63343500	-	100.00	-
	Poll		-	-	-	-	-	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	
	Total		63343500	63343500	100.00	63343500	-	100.00
Public - Institution	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	7229438	7227992	99.98	7227992	-	99.98	-
	Poll		1446 *	0.02	56	1000	0.00	0.01
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	
	Total		7229438	7229438	100.00	7228048	1,000	99.98
*390 votes are invalid hence the total no. of votes polled doesn't equate with total no. of votes in favour & against								
Item No.5 : Reclassification of 6% Redeemable Non-cumulative Preference Shares to 6% compulsorily convertible Preference shares ("CCPS") and allotment of Equity shares u								
Resolution Required: (Ordinary/Special)		Special Resolution						
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	63343500	63343500	100.00	63343500	-	100.00	-
	Poll		-	-	-	-	-	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	
	Total		63343500	63343500	100.00	63343500	-	100.00
Public - Institution	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	7229438	7227992	99.98	7227992	-	99.98	-
	Poll		1446 *	0.02	56	1000	0.00	0.01
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	
	Total		7229438	7229438	100.00	7228048	1,000	99.98
*390 votes are invalid hence the total no. of votes polled doesn't equate with total no. of votes in favour & against								

For MSP Steel & Power Limited



Company Secretary



Item No.6 : Approval for conversion of loan by lenders into optionally convertible debentures ( OCDS ) of the company ('securities') pursuant to implementation of the Reserve								
Resolution Required: (Ordinary/Special)		Special Resolution						
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		63343500	100.00	63343500	-	100.00	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	63343500	63343500	100.00	63343500	-	100.00	-
Public - Institution	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting		7227992	99.98	7227992	-	99.98	-
	Poll		1446 *	0.02	56	1000	0.00	0.01
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	7229438	7229438	100.00	7228048	1,000	99.98	0.01

\*390 votes are invalid hence the total no. of votes polled doesn't equate with total no. of votes in favour & against

Item No.7: Ratification of Remuneration payable to Mr. Sambhu Banerjee appointed as the cost Auditor of the company for the financial year 2017-2018

Resolution Required: (Ordinary/Special)		Ordinary Resolution						
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		63343500	100.00	63343500	-	100.00	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	63343500	63343500	100.00	63343500	-	100.00	-
Public - Institution	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting		7227992	99.98	7227992	-	99.98	-
	Poll		1446 *	0.02	56	1000	0.00	0.01
	Posta Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	7229438	7229438	100.00	7228048	1,000	99.98	0.01

\*390 votes are invalid hence the total no. of votes polled doesn't equate with total no. of votes in favour & against

For MSP Steel & Power Limited

  
Company Secretary

**Consolidated Scrutinizer's Report**  
**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman of the 48th Annual General Meeting of the Members of  
MSP Steel & Power Limited (the Company)  
held on Saturday 23<sup>rd</sup> September, 2017 at  
Kala Kunj, 48, Shakespeare Sarani,  
Kolkata – 700 017

Dear Sir/Madam,

1. I, Swati Bajaj, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 48<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on 23<sup>rd</sup> September, 2017 at Kala Kunj, 48, Shakespeare Sarani, Kolkata – 700 017.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.
3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
  - a. Conducting the voting at the AGM, as provided in clauses (a) to (h) of sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
  - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
    - i. the reports generated from the E-voting system as provided by M/s. Karvy Computershare Pvt. Ltd, the authorised agency engaged by the Company to provide E-voting facility.
    - ii. Voting conducted at the AGM by use of ballot paper.
4. Further to the above, I submit my report as under:-
  - i) The e-voting period remained open from Wednesday, 20<sup>th</sup> September, 2017 (9.00 am) and ended on Friday, 22<sup>nd</sup> September, 2017 (5:00 p.m.).
  - ii) The members of the Company as on the "cut-off" date i.e. 15<sup>th</sup> September, 2017 were entitled to vote on the resolutions (items nos 01 to 07) as set out in the Notice dated 31<sup>st</sup> August, 2017, of the AGM of the members of the Company.
  - iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using ballot paper.





# PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata – 700020, India  
Tel: +91 33 2280-9045 Fax: +91 33 2287-6329  
Email: ps@gravityinfotech.com

- iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.
- v) Thereafter, the votes cast through remote e-voting were unblocked on 22<sup>nd</sup> September, 2017 in the presence of 2 witnesses who are not in the employment of the Company.
- vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

<b>Total Nos of <u>valid</u> Folios that have cast their vote</b>	:	<b>49</b>
<i>Breakup:</i>		
Through remote e-voting		42
Voting at the AGM		7
<b>Total No of Shares representing the 49 <u>valid folios</u> that have voted</b>	:	<b>70572548</b>
<i>Breakup:</i>		
Through remote e-voting		70571492
Voting at the AGM		1056
<b>Total No of Folios who have voted through ballot/ polling paper but are declared <u>invalid</u></b>	:	<b>02</b>
<b>Total No of Shares representing the 02 <u>invalid folios</u> declared invalid</b>	:	<b>390</b>

## Item No. 1:-

Ordinary Resolution for adoption of Audited Financial Statements of the Company including Report of Directors and Auditors for the financial year ended 31<sup>st</sup> March, 2017.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70571492	56	70571548	99.999
Number of votes cast against	0	1000	1000	0.001
Number of votes that abstained	0	0	0	0.000
<b>Total</b>	<b>70571492</b>	<b>1056</b>	<b>70572548</b>	<b>100.000</b>



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## Item No. 2:-

Ordinary Resolution for Re-appointment of Mr. Suresh Kumar Agarwal (DIN: 00587623) as Director liable to retire by rotation.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	69343252	56	69343308	98.258
Number of votes cast against	0	1000	1000	0.001
Number of votes that abstained	1228240	0	1228240	1.740
<b>Total</b>	<b>70571492</b>	<b>1056</b>	<b>70572548</b>	<b>100.000</b>

## Item No. 3:-

Ordinary Resolution for appointment of Statutory Auditors.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70571492	56	70571548	99.999
Number of votes cast against	0	1000	1000	0.001
Number of votes that abstained	0	0	0	0.000
<b>Total</b>	<b>70571492</b>	<b>1056</b>	<b>70572548</b>	<b>100.000</b>

## Special Business:

### Item No. 4:-

Ordinary Resolution for increase in Authorised Share Capital of the Company and consequential amendments to the Memorandum of Association of the Company.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70571492	56	70571548	99.999
Number of votes cast against	0	1000	1000	0.001
Number of votes that abstained	0	0	0	0.000
<b>Total</b>	<b>70571492</b>	<b>1056</b>	<b>70572548</b>	<b>100.000</b>

### Item No. 5:-

Special Resolution for reclassification of 6% redeemable non-cumulative preference shares to 6% Compulsorily convertible Preference Shares ("CCPS") and allotment of Equity Shares upon conversion of Equity Shares.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70571492	56	70571548	99.999
Number of votes cast against	0	1000	1000	0.001
Number of votes that abstained	0	0	0	0.000
<b>Total</b>	<b>70571492</b>	<b>1056</b>	<b>70572548</b>	<b>100.000</b>





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## **Item No. 6:-**

Special Resolution for Approval for conversion of deb into Optionally Convertible Debentures (OCDs) of the Company ("Securities") pursuant to implementation of the Scheme for Sustainable Structuring of Stresses Assets ("S4A Scheme") for the Company by its Lenders.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70571492	56	70571548	99.999
Number of votes cast against	0	1000	1000	0.001
Number of votes that abstained	0	0	0	0.000
<b>Total</b>	<b>70571492</b>	<b>1056</b>	<b>70572548</b>	<b>100.000</b>

## **Item No. 7:-**

Ordinary Resolution for ratification of remuneration payable to Mr. Sambhu Banerjee, appointed as Cost auditors of the Company for the f.y. 2017 – 18.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	70571492	56	70571548	99.999
Number of votes cast against	0	1000	1000	0.001
Number of votes that abstained	0	0	0	0.000
<b>Total</b>	<b>70571492</b>	<b>1056</b>	<b>70572548</b>	<b>100.000</b>

Thanking You,  
For PS. & Associates

*S. Bajaj*

(Swati Bajaj), Partner  
C.P.No.3502, ACS: 13216  
Date : 25<sup>th</sup> September, 2017

For MSP STEEL & POWER LIMITED

*Suresh Kumar Prasad*

DIRECTOR

