

# BIHAR SPONGE IRON LIMITED.

REGISTERED OFFICE & PLANT : UMESH NAGAR, CHANDIL-832401, DISTT. SARAIKELA - KHARSAWAN, JHARKHAND  
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## 33<sup>RD</sup> ANNUAL GENERAL MEETING HELD ON 19<sup>TH</sup> AUGUST, 2015 Declaration of Results of E-voting and Ballot

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 33<sup>rd</sup> Annual General Meeting (AGM). The e-voting was open from 16<sup>th</sup> August, 2015 to 18<sup>th</sup> August, 2015.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 33<sup>rd</sup> AGM, voting was conducted by means of ballot.

The Board of Directors had appointed Mrs. Simmi Jain, Chartered Accountant in Practice (M. No. 86496) as the Scrutinizer for e-voting and for poll Mr. Sunil Kumar, was appointed as additional Scrutinizer for the ballot to be conducted at the AGM. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to the close of working hours on 18<sup>th</sup> August, 2015 and ballot received till the conclusion of the meeting and submitted their Report on 19<sup>th</sup> August, 2015.

The Consolidated Results as per the Scrutinizers' Report dated 19<sup>th</sup> August, 2015 is as follows:

S. No.	Particulars	Mode of Voting	Total Votes	Favour		Against	
				Votes	%	Votes	%
1.	Adoption of Audited Financial Statements, Auditors Report & Directors Report along with their annexures for the year ended 31st March, 2015.	e-voting	11798813	11798813	100	0	0
		Poll	42241336	42241336	100	0	0
		Total	54040149	54040149	100	0	0
2.	Re-appointment of Mrs Kum Kum Modi, as director who retires by rotation.	e-voting	11798813	11793813	99.96	5000	0.04
		Poll	42241336	42241336	100	0	0
		Total	54040149	54040149	99.99	5000	0.01
3.	Appointment of M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants from the conclusion of 33rd Annual General meeting till the conclusion of the 35th Annual General Meeting.	e-voting	11798813	11798813	100	0	0
		Poll	42241336	42241336	100	0	0
		Total	54040149	54040149	100	0	0
4.	Appointment of Mr. Jagan Nath Khurana as an independent director for five years u/s 149 w.e.f 12th May, 2015.	e-voting	11798813	11793813	99.96	5000	0.04
		Poll	42241336	42241336	100	0	0
		Total	54040149	54040149	99.99	5000	0.01
5.	Appointment of Mr. Madan Lal as an independent director for five years u/s 149 w.e.f. 14th November, 2014.	e-voting	11798813	11793813	99.96	5000	0.04
		Poll	42241336	42241336	100	0	0
		Total	54040149	54040149	99.99	5000	0.01
6.	Appointment of Mr. Rajiv Kumar Agarwal as an independent director for five years u/s	e-voting	11798813	11793813	99.96	5000	0.04
		Poll	42241336	42241336	100	0	0

	w.e.f. 12th May, 2015.	Total	54040149	54040149	99.99	5000	0.01
7.	Special Resolution for appointment of Mr. Satish Kumar Gupta as whole-time director of the Company pursuant to Section 197 and 203 of the Companies Act, 2013 for three years w.e.f. 13th December, 2014.	e-voting	11798813	11798813	100	0	0
		Poll	42241336	42240736	100	600	0
		Total	54040149	54039549	100	600	0
8.	Special Resolution for approval of Related Party Transactions u/s 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.	e-voting	5480	5480	100	0	0
		Poll	242010	241910	99.96	100	0.04
		Total	247490	247390	99.96	100	0.04

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 33<sup>rd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**For Bihar Sponge Iron Limited**



**R. K. AGARWAL**  
(Chairman)

**Date: 19<sup>th</sup> August, 2015**

19.08.2015

**Scrutinizer's Report on E-voting carried out For Bihar Sponge Iron Limited**

To,  
The Chairman,  
Bihar Sponge Iron Limited  
Umesh Nagar, Chandil,  
Dist. Saraikela-Kharsawan,  
Jharkhand-832401

**33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Bihar Sponge Iron Limited to be held on Wednesday, 19<sup>th</sup> August, 2015 at 11:00 A.M. at the Companies Guest House at Umesh Nagar, Chandil, Dist. Saraikela-Kharsawan, Jharkhand-832401**

**Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with revised Rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, Simmi Jain, Chartered Accountant in Practice (M. No. 86496), had been appointed as the Scrutinizer by the Board of Directors of Bihar Sponge Iron Limited vide resolution dated 12<sup>th</sup> May, 2015, as mentioned under **Clause (ix) of Sub Rule 4 of revised Rule 20** of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and SEBI circular dated 17<sup>th</sup> April, 2014 issued in this regard.

The Company has availed the e-voting facility offered by Central Depositories Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company had uploaded all the items of the business to be transacted on the website of the Company and CDSL to facilitate Shareholders to cast their vote through e-voting.

The Notice has been sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the revised Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in clause (v) of sub rule 4 of revised Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published before 21 days from the date of the Annual General Meeting in English language in "The Financial Express" newspaper and in vernacular language in "Naya India" newspaper dated 27<sup>th</sup> July, 2015.



The Shareholder of the Company holding shares as on "cut-off" date of 12<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 8 in the Notice of the 33<sup>rd</sup> Annual General Meeting of Bihar Sponge Iron Limited.

The voting period of e-voting commenced on Sunday, 16<sup>th</sup> August, 2015 at 9:00 a.m. and ended on Tuesday, 18<sup>th</sup> August, 2015 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes casted under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company.

As a Scrutinizer the report of the e-voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 05 shareholders holding 11798813 equity shares of the Company, who have participated in the e-voting process carried out by the Company.

**The result of e-voting is as under:**

**(A) As an Ordinary Resolution- Item No.1 Passed with the requisite majority**

Adoption of Audited Financial Statements, Auditors Report & Directors Report along with their annexures for the year ended 31st March, 2015.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	05	11798813	100
Voted <b>against</b> the resolution	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil

**(B) As an Ordinary Resolution- Item No.2 Passed with the requisite majority**

Re-appointment of Mrs. KumkumModi, as director who retires by rotation.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	03	11793813	99.96
Voted <b>against</b> the resolution	02	5000	0.04
Invalid Votes	Nil	Nil	Nil

**(C) As an Ordinary Resolution- Item No.3 Passed with the requisite majority**

Appointment of M/s. Thakur, VaidyanathAiyar & Co., Chartered Accountants from the conclusion of 33<sup>rd</sup> Annual General meeting till the conclusion of the 35th Annual General Meeting.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	05	11798813	100
Voted <b>against</b> the resolution	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil

**(D) As an Ordinary Resolution- Item No.4 Passed with the requisite majority**

Appointment of Mr. JaganNathKhurana as an independent director for five years u/s 149 w.e.f 12th May, 2015.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	03	11793813	99.96
Voted <b>against</b> the resolution	02	5000	0.04
Invalid Votes	Nil	Nil	Nil

**(E) As an Ordinary Resolution- Item No.5 Passed with the requisite majority**

Appointment of Mr. MadanLal as an independent director for five years u/s 149 w.e.f. 14th November, 2014.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	03	11793813	99.96
Voted <b>against</b> the resolution	02	5000	0.04
Invalid Votes	Nil	Nil	Nil

**(F) As an Ordinary Resolution- Item No.6 Passed with the requisite majority**

Appointment of Mr. Rajiv Kumar Agarwal as an independent director for five years u/s w.e.f. 12th May, 2015.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	03	11793813	99.96
Voted <b>against</b> the resolution	02	5000	0.04
Invalid Votes	Nil	Nil	

**(G) As a Special Resolution- Item No.7 Passed with the requisite majority**

Appointment of Mr. Satish Kumar Gupta as whole-time director of the Company pursuant to Section 197 and 203 of the Companies Act, 2013 for three years w.e.f. 13th December, 2014.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	05	11798813	100
Voted <b>against</b> the resolution	00	Nil	Nil
Invalid Votes	Nil	Nil	

**(H) As a Special Resolution- Item No.8 Passed with the requisite majority**

Approval of Related Party Transactions u/s 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voted in <b>favour</b> of the resolution	04	5480	100
Voted <b>against</b> the resolution	00	Nil	Nil
Invalid Votes	01	11793333	

The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully

*Simmi Jain*

Simmi Jain  
(M. No.86496)



## Report of Scrutinizer on Ballot

To,  
Mr. R. K. Agarwal  
Chairman  
of 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Bihar Sponge Iron Limited  
Held on 19<sup>th</sup> August, 2015 at Companies Guest House, Umesh Nagar, Chandil, Dist.  
Saraikela- Kharsawan, Jharkhand-832401

Dear Sir,

I, Sunil Kumar appointed as Scrutinizer for the purpose of the ballot taken on the below mentioned resolution(s), at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Bihar Sponge Iron Limited, held on 19<sup>th</sup> August, 2015 at Companies Guest House, Umesh Nagar, Chandil, Dist. Saraikela- Kharsawan, Jharkhand-832401, submit report as under:

1. After the time fixed for closing of the ballot by the Chairman, Mr. R. K. Agarwal, ballot boxes kept for ballot were locked in my presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



**(a) Resolution for Adoption of Audited Financial Statements, Auditors Report & Directors Report along with their annexures for the year ended 31st March, 2015. (ITEM No.1)**

(i) Voted in favour of the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
38	42241336	100

(ii) Voted against the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
38	Nil	Nil

(iii) Invalid votes:

<b>Total number of members (in person or by proxy) whose votes were declared Invalid</b>	<b>Total number of votes cast by them</b>
Nil	Nil



**(b) Resolution for Re-appointment of Mrs Kumkum Modi, as director who retires by rotation. (ITEM No.2)**

(i) Voted in favour of the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
38	42241336	100

(ii) Voted against the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
38	Nil	Nil

(iii) Invalid votes:

<b>Total number of members (in person or by proxy) whose votes were declared Invalid</b>	<b>Total number of votes cast by them</b>
Nil	Nil



(c) Resolution for Appointment of M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants from the conclusion of 33rd Annual General meeting till the conclusion of the 35th Annual General Meeting. (ITEM No.3)

(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
38	42241336	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
38	Nil	Nil

(iii) Invalid votes:

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

(d) Resolution for Appointment of Mr. Jagan Nath Khurana as an independent director for five years u/s 149 w.e.f 12th May, 2015. (ITEM No.4)

(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
38	42241336	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
38	Nil	Nil

(iii) Invalid votes:

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

(e) Resolution for Appointment of Mr. Madan Lal as an independent director for five years u/s 149 w.e.f. 14th November, 2014. (ITEM No.5)

(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
38	42241336	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
38	Nil	Nil

(iii) Invalid votes:

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



**(f) Resolution for Appointment of Mr. Rajiv Kumar Agarwal as an independent director for five years u/s w.e.f. 12th May, 2015. (ITEM No.6)**

(i) Voted in favour of the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>38</b>	<b>42241336</b>	<b>100</b>

(ii) Voted against the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
<b>38</b>	<b>Nil</b>	<b>Nil</b>

(iii) Invalid votes:

<b>Total number of members (in person or by proxy) whose votes were declared Invalid</b>	<b>Total number of votes cast by them</b>
<b>Nil</b>	<b>Nil</b>

(g) Resolution for appointment of Mr. Satish Kumar Gupta as whole-time director of the Company pursuant to Section 197 and 203 of the Companies Act, 2013 for three years w.e.f. 13th December, 2014. (ITEM No.7)

(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
38	42240736	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
38	600	Nil

(iii) Invalid votes:

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

(h) Resolution approval of Related Party Transactions u/s 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. (ITEM No.8)

(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
28	242010	99.96

(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
28	100	0.04

(iii) Invalid votes:

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

5. 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 Director authorized by the Board for safe keeping.

Thanking You,  
Yours faithfully,

Sunil Kumar

Place: Jharkhand

Dated: 19.08.2015

Witness 1.

Witness 2.

Signed by

*Shubhangi Vashishth*  
*D. P. Shrivastava*

*Subhanshi*  
*[Signature]*

R. K. Agarwal  
Chairman

