

March 31, 2023

To,
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700001

CSE Scrip Code:015077

Subject: Declaration of voting results of Postal Ballot under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/Madam,

We refer to our letter dated February 28, 2023 whereby we had submitted copy of Postal Ballot Notice dated February 14, 2023 seeking approval of the Members on the following Resolution.

Sr.No.	Particulars	Type of Resolution
1.	Appointment of Mr. Chander Khurana (DIN 06693635) as an Independent Director	Special

Pursuant to Regulation 44(3) of the Listing Regulations, we are pleased to inform you that the above-mentioned Resolution have been passed by the Members with requisite majority. The Resolution are deemed to have been passed effectively on the last date specified for remote e-voting i.e., March 30, 2023.

In connection with the above, please find attached Scrutinizer's Report, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, along with the remote e-voting results of the Postal Ballot, pursuant to Regulation 44(3) of the Listing Regulations.

The voting results and Scrutinizer's Report are being placed on the Company's website at www.spsgroup.co.in and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and record.

Thank you,
Yours faithfully,

For SPS Steels Rolling Mills Limited

Deepak Kumar Agarwal
Managing Director
DIN:00646153

MAYANK DAGA

B.Com, Company Secretary (CS)

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Scrutinizer's Report

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the
Companies (Management and Administration) Rules, 2014]*

The Chairman
SPS Steels Rolling Mills Limited
Diamond Prestige
41A, A.J.C Bose Road,
7th Floor, Room No.701
Kolkata -700017

Scrutinizer's Report on Postal Ballot conducted via Remote E-voting with respect to the resolution covered under the Notice dated 14th February, 2023.

Sir,

I, Mayank Daga, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of SPS Steels Rolling Mills Limited (the Company), at their meeting held on 14th February, 2023, to ensure that the process of Postal Ballot is conducted in a fair and transparent manner through electronic voting process ("remote e-voting") instead of submitting the Postal Ballot Form physically in respect of the following Resolution:

Description and type of the resolution		
Resolution No.	Description of Resolution	Type of resolution
1	Appointment of Mr. Chander Khurana (DIN 06693635) as an Independent Director	Special Resolution

pursuant to the Postal Ballot notice dated 14th February, 2023 and in due compliance with the provision of Section 110 of Companies Act, 2013 ('Act, 2013') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ('MCA Circulars') and pursuant to other applicable laws and regulations, if any, hereby submit my report as under:

1. The Company sought the approval of the shareholders for the following resolution:



Description and type of the resolution		
Resolution No.	Description of Resolution	Type of resolution
1	Appointment of Mr. Chander Khurana (DIN 06693635) as an Independent Director	Special Resolution

2. The Postal Ballot notice dated 14th February, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was completed, on 28th February, 2023, electronically only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose email addresses were registered with the Company/ Depositories and whose names appeared on the Register of Members/list of beneficiaries on the cut of date 17th February, 2023.
3. An advertisement containing the relevant details as required under the Rules, 2014 was published in the following newspapers: "Financial Express" and "Arthik Lipi" on Wednesday, March 1st, 2023.
4. In accordance with the provisions of Regulation 44 of the Listing Regulations and the Companies (Management and Administration) Rules, 2014, the Company had made arrangements with National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders by electronic means.
5. The shareholders of the Company holding shares as on the "cut-off" date of 17th February, 2023 were entitled to vote on the resolution as contained in the Notice.
6. The voting period for remote e-voting commenced on Wednesday, March 01, 2023 at 9:00 a.m. (IST) and shall end on Thursday, March 30, 2023 at 5:00 p.m. (IST) and the National Securities Depository Limited e-voting module was disabled thereafter.
7. The votes cast under remote e-voting facility were thereafter unblocked.
8. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the National Securities Depository Limited e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
9. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot
10. My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.
11. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, February 17th, 2023 and as per the Register of Members of the Company.
12. I have relied on information provided by the RTA of the Company in relation to details regarding number of shares.
13. The details of voting on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:



Resolution No. 1: (Special Resolution)

(i) Votes in favour of the resolution:

Particulars	Number of members (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Vote by Physical Ballot	NA	NA	NA
Vote by Electronic mode	10	6,85,57,748	100.00
Total	10	6,85,57,748	100

(ii) Votes against the resolution:

Particulars	Number of members voted	Number of votes cast by members	% of total number of valid votes cast
Vote by physical ballot forms	NA	NA	NA
Vote by electronic mode	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Result:

The resolution stated above has been passed with requisite majority by the members of the company as per provision of the Companies Act, 2013.

Register of the Postal ballot, and all other papers relating to the postal ballot, will remain in my custody until the chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the chairman or any person authorized by the chairman for preservation and safe keeping.

Figures have been rounded off to their nearest numbers for ease of representation.

Thanking you.

Yours Faithfully,

Place: Kolkata

Date: 31-03-2023



Mayank Daga
Company Secretary
Membership No.: ACS41279
CP. No.: 16509

UDIN: A041279D003353060

VOTING RESULTS

Date of Postal Ballot Notice	February 14, 2023
Cut-off Date	February 17, 2023
Voting Start Date & Time	Wednesday, March 01, 2023 at 9:00 AM (IST)
Voting End Date & Time	Thursday, March 30, 2023 at 5:00 PM (IST)
Date of Postal Ballot*	March 30, 2023
Total Number of shareholders on record date (Cut-off Date: February 17, 2023)	20
No. of shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group: - Public:	Not Applicable

*In terms of Clause 16.6.3 of SS-2, the Resolution is deemed to have been passed on March 30, 2023 i.e., the last date specified by the Company for the receipt of duly completed Postal Ballot Forms or e-voting.



AGENDA- WISE DISCLOSURE:
Resolution no. 1: Appointment of Mr. Chander Khurana (DIN 06693635) as an Independent Director

Resolution Required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4,14,57,748	4,14,57,748	100.0000	4,14,57,748	0.0000	100.0000	0.0000
	Polling Papers		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	4,14,57,748	4,14,57,748	100.0000	4,14,57,748	0.0000	100.0000	0.0000
Public Institutions	E-Voting	1,12,90,097	0	0.0000	0	0.0000	0.0000	0.0000
	Polling Papers		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1,12,90,097	0	0.0000	0	0.0000	0.0000	0.0000
Public Non-Institutions	E-Voting	2,77,52,155	2,71,00,000	97.6501	2,71,00,000	0.0000	100.0000	0.0000
	Polling Papers		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	2,77,52,155	2,71,00,000	97.6501	2,71,00,000	0.0000	100.0000	0.0000
Total		8,05,00,000	6,85,57,748	85.1649	6,85,57,748	0.0000	100.0000	0.0000

