



GUJARAT NRE COKE LIMITED

REGISTERED OFFICE : 22, CAMAC STREET, BLOCK-C, 5TH FLOOR, KOLKATA - 700 016

PHONE : +91-33-2289-1471 ; FAX : +91-33-2289-1470 ; E-MAIL : kolkata@gujaratnre.com

CIN: L51909WB1986PLC040098 ; WEBSITE : www.gujaratnre.com

3rd October, 2015

The Corporate Relationship Dept.,
BSE Limited,
Phiroze Jeejeebhoy Towers, 1st Floor,
Dalal Street, Fort,
Mumbai-400 001

The Manager,
Listing Dept.,
The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Sub: Result of Postal Ballot and E-voting

Dear Sir/ Madam,

This is to inform that the Company had proposed to seek the approval of shareholders of the Company by postal ballot and e-voting as per the Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement and circular nos. CIR/CFD/DIL/2013 dated 4th February 2013 read with circular nos. CIR/CFD/DIL/8/2013 dated 21st May 2013, both issued by Securities and Exchange Board of India ("SEBI Circulars") for the purpose of approval of the Scheme of Amalgamation of NRE Metcoke Limited and Bajrang Bali Coke Industries Limited with Gujarat NRE Coke Limited ("Scheme") under the provisions of Sec 391 and 394 of the Companies Act, 1956 and approval of special resolution under Section 180(1)(a) of the Companies Act, 2013 for sale of wind mill business of the Company, particulars of which were given in the postal ballot notice sent to the shareholders.

On the basis of the report dated 3rd October, 2015 received from Mr. Samir Kumar Ghosh, Scrutinizer appointed for the purpose of conducting postal ballot and e-voting process in a fair and transparent manner, the Chairman declared that the Scheme has been approved as the votes cast by public shareholders in favour of the resolution are more than the votes cast against it and the special resolution under Sec 180(1)(a) of the Companies Act, 2013 for sale of wind mill business has also been approved with requisite majority.

We enclose herewith the details of voting result of the Postal Ballot and E-voting of the Company as required under Clause 35A of the Listing Agreement along with a copy of the Scrutinizer's Report.

We would like to draw your kind attention to our earlier letter dated 23rd September, 2015 intimating the voting result as per Clause 35A of the Listing Agreement of the Court Convened Meeting of the shareholders of the Company convened by Hon'ble High Court at Calcutta held on 22nd September, 2015 whereby the shareholders had approved the Scheme with requisite majority.

For GUJARAT NRE COKE LIMITED

Company Secretary



GUJARAT NRE COKE LIMITED

REGISTERED OFFICE : 22, CAMAC STREET, BLOCK-C, 5TH FLOOR, KOLKATA - 700 016

PHONE : +91-33-2289-1471 ; FAX : +91-33-2289-1470 ; E-MAIL : kolkata@gujaratnre.com

CIN: L51909WB1986PLC040098 ; WEBSITE : www.gujaratnre.com

Accordingly, we hereby state that the Scheme of Amalgamation has been approved, both in accordance with Section 391 and 394 of the Companies Act, 1956 and the SEBI Circulars.

Kindly take the same on record and disseminate this information to the investing public.

Thanking You,

Yours truly,

For Gujarat NRE Coke Limited

Mukund Chandak
Company Secretary

Encl.: As above

**Disclosure of voting results by listed entities in terms of
Clause 35A of the Listing Agreement**

| | | |
|--|---|-------------------|
| Date of declaration of Results | : | 3rd October, 2015 |
| Total number of shareholders on Cut-off date (Record date) (August 03,2015) | : | 216260 |
| No. of Shareholders present in the meeting either in person or through proxy: | | |
| Promoters and Promoter Group | : | 9 |
| Public | : | 729 |
| No. of Shareholders attended the meeting through Video Conferencing | : | Not Applicable |
| Promoters and Promoter Group | : | Nil |
| Public | : | Nil |

AGENDA - WISE DETAILS

Mode of Voting: Postal Ballot and E-voting

Resolution No :1 - Approval of Scheme of Amalgamation

As per SEBI Circulars

| Promoter/ Public | 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 | 296301557 | Not Considered | | | | | |
| Public - Institutional holders | 109752253 | 78848059 | 71.84 | 78848059 | 0 | 100.00 | 0.00 |
| Public -Others | 337596239 | 8447785 | 2.50 | 8324959 | 122826 | 98.55 | 1.45 |
| TOTAL | 743650049 | 87295844 | 11.74 | 87173018 | 122826 | 99.86 | 0.14 |

including 'B' Equity Shares (DVR)

Resolution No :2 Sale of Wind Mill Business to prospective Buyer(s)

Special Resolution

| Promoter/ Public | 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 | 296301557 | 276401102 | 93.28 | 276401102 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 109752253 | 78848059 | 71.84 | 78848059 | 0 | 100.00 | 0.00 |
| Public -Others | 337596239 | 8498269 | 2.52 | 8367823 | 130446 | 98.47 | 1.53 |
| TOTAL | 743650049 | 363747430 | 48.91 | 363616984 | 130446 | 99.95 | 0.05 |

including 'B' Equity Shares (DVR)

All the above resolutions were passed with requisite majority.

Note: The paid-up share capital of the Company is divided into 69,11,62,039 equity shares of Rs. 10/- each, having 1 vote for 1 share held and 5,24,88,010 'B' Equity Shares of Rs. 10/- each having 1 vote for every 100 'B' Equity Shares held

For GUJARAT NRE COKE LIMITED


Company Secretary

SCRUTINIZER'S REPORT

To,
The Chairman/Director(s) of
Gujarat NRE Coke Ltd.
22 Camac Street, Block -C, 5th Floor
Kolkata-700016.

Dear Sir,


1. I, Samir Kumar Ghosh, Practicing Company Secretary (having Certificate of Practice No. 2018) and residing at AB 198, Salt Lake City, Sector I, Kolkata 700 064 was appointed by the Board of Directors of your Company at its meeting held on 25th August, 2015 as a Scrutinizer to scrutinize the postal ballot exercise held by the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the purpose of passing 2 (Two) Resolution(s) as carried by the Notice of Postal Ballot dated 25th August, 2015 issued by the Company.

2. The Postal Ballot was conducted in respect of 2 (two) Resolutions which are reproduced below –

a) APPROVAL OF SCHEME OF AMALGAMATION

To consider and if thought fit to pass with or without modifications the following Resolution with requisite majority as per SEBI Circulars:

“RESOLVED THAT pursuant to provisions of Sections 391 to 394 and any other applicable provisions of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified), the applicable provisions of Companies Act, 2013, the enabling provisions in the Company's Memorandum and Articles of Association, and circulars bearing numbers CIR/CFD/DIL/5/2013 dated February 4, 2013, CIR/CFD/DIL/8/2013 dated May 21, 2013 and CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued by the Securities and Exchange Board of India and relevant provisions of all applicable laws and subject to the requisite approvals of the Hon'ble High Court of Judicature at Calcutta or such other competent authority, as the case may be, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the Scheme of Amalgamation of NRE Metcoke Limited and Bajrang Bali Coke Industries Limited (“the Transferor Companies”) with Gujarat NRE Coke Limited (“Transferee Company”) and their respective shareholders (the “Scheme”) be and is hereby approved.


S. K. GHOSH
Company Secretary
Mem No. ACS-4740
C. P. No. 2018

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors including duly authorised Committee of the Board of Directors, if any, be and is hereby authorised to do all such acts, deeds, matters and things as may be otherwise carried out by the Board of Directors as are considered requisite or necessary to effectively implement the Scheme and to accept such modification and/or conditions, if any, which may be required and / or imposed by the Hon'ble High Court of Judicature at Calcutta while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme."

b) SALE OF WIND MILL BUSINESS TO PROSPECTIVE BUYER(S)

To consider and, if thought fit, to pass with or without modifications, the following resolutions as Special Resolution:

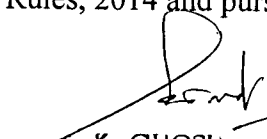
"RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 and 180(1)(a) of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the "Board", which term shall be deemed to include any duly constituted committee thereof) to sell, dispose, assign, transfer, convey and deliver the Wind Mill Business, as a whole or in parts, to prospective buyer(s) for an appropriate consideration.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government / Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

3. I submit my report on the aforesaid postal ballot as under:

3.1(i) In compliance with the provisions of Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules, 2014 and pursuant to the provisions


S. K. GHOSH
Company Secretary
Mem.No. ACS-4740
C. P. No. 2018

of Clause 35A and Clause 35B of the Listing Agreement, the Company had engaged the services of M/s National Securities Depository Ltd (NSDL) to provide e-voting facility also to its members to enable them to caste their votes electronically in respect of the aforesaid postal ballot.

(ii) The Company had completed by 31st August, 2015, the dispatch of postal ballot forms to all the shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries (with Depositories) as appearing on 3rd August, 2015 as per following details -

a) NSDL had completed by 31st August 2015, mailing of postal ballot notices electronically to 1,27,330 shareholders who have registered their email ids with the Depositories and

b) The Company had posted Ballot notices & Ballot Forms to the rest of the shareholders by 31st August 2015 i.e. to 88,930 shareholders. The postal dispatch certificate in respect of these articles were also made available to me.

(iii) The advertisement about despatch of postal ballot notice to the shareholders was published in The Economic Times, Kolkata Edition (in English) on 2nd September 2015 and in Ei Somoy – West Bengal edition (in Bengali) on 2nd September, 2015.

3.2 The ballot forms received through post were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

3.3 The ballot boxes were opened in the evening of 1st October, 2015, in my presence and the list of votes casted through e-voting were received by me from NSDL in the evening of 1st October, 2015.

3.4 The postal ballot forms were duly collected in my presence, separately numbered and scrutinized and the details of every shareholder including their shareholding and other details was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 3rd August 2015.

3.5 All ballot forms received upto 5.00 P.M. on 1st October 2015 i.e. the last date and time fixed by the company for receipt of the forms and the list of e-votes as received from NSDL were considered by me for my scrutiny.

3.6 Particulars of all postal ballot forms received from the Members have been entered in two registers separately maintained for the purpose, one for ballots received through post and another for e-votes received by NSDL. The data relating to (a) Promoter & Promoter group, (b) Public – Institutional Bodies and (c) Public – others were separately recorded in each of the two registers to arrive at the results as per the format of Clause 35A to the

Listing Agreement of Stock Exchange(s). The data of these two registers have been collectively considered in preparing this report.

3.7 None of the ballot forms were rejected.

3.8 No Ballot forms were received through post after 1st October 2015 till the signing of this report.

3.9 None of the envelopes containing postal ballot forms were returned undelivered by the postal authorities till 1st October, 2015.

3.10 I did not find any defaced or mutilated ballot paper.

4. A summary of the voting (through physical postal ballot and through e-voting) in respect of 2 (two) Resolutions are given below:

A. Last Date for receipt of the Postal Ballot : 1st October, 2015

B. Date of Declaration of Results : 3rd October, 2015

C. Total number of shareholders on record date : 2,16,260

D. No of shareholders validly participated in postal ballot :

Promoter & Promoter group: 9

Public : 729

E. No. of invalid ballots rejected : Nil

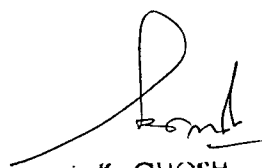
F. Item No : 1

i) **Agenda: Approval of Scheme of Amalgamation**

ii) **Resolution required: (Ordinary/Special) : As per SEBI Circulars**

iii) **Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING & POSTAL BALLOT**

iv) **Voting Rights : Equity Shares – 1 vote per share,
B Equity Shares – 1 vote for every 100 B Equity Shares**


S. K. GHOSH
Company Secretary
Memb. No. A 34740
C. P. No. 2018

v) Result of Postal ballot:

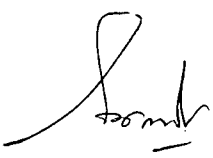
| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstand ing shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---------------------------------------|-------------------------------------|--------------------------------------|--|---|---|---|--|
| Promoter and Promoter Group | 296301557 | Not considered | | | | | |
| Public – Institution al holders | 109752253 | 78848059 | 71.84 | 78848059 | 0 | 100.00 | 0.00 |
| Public- Others | 337596239 | 8447785 | 2.50 | 8324959 | 122826 | 98.55 | 1.45 |
| Total | 743650049 | 87295844 | 11.74 | 87173018 | 122826 | 99.86 | 0.14 |

NB – No of shares held includes “B” Equity Shares carrying lower voting rights.

G. Item No : 2

- i) Agenda: Sale of wind mill business to prospective buyer(s)
- ii) Resolution required: (Ordinary/Special) : SPECIAL
- iii) Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) :E-VOTING & POSTAL BALLOT
- iv) Voting Rights : Equity Shares – 1 vote per share,
B Equity Shares – 1 vote for every 100 B Equity Shares

v) Result of Postal ballot:


S K. GHOSH
Company Secretary
Memb.No. ACS-4740
C. P. No. 2018

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstan ding 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 | 296301557 | 276401102 | 93.28 | 276401102 | 0 | 100.00 | 0.00 |
| Public – Institution al holders | 109752253 | 78848059 | 71.84 | 78848059 | 0 | 100.00 | 0.00 |
| Public- Others | 337596239 | 8498269 | 2.52 | 8367823 | 130446 | 98.47 | 1.53 |
| Total | 743650049 | 363747430 | 48.91 | 363616984 | 130446 | 99.95 | 0.05 |

NB – No of shares held includes “B” Equity Shares carrying lower voting rights.

I hereby report that;

a)The resolution under Item no. 1 as set out in the Postal allot notice dated 25th August, 2015 was approved in terms of the SEBI Circulars as the votes cast by public shareholders in favour of the resolution is more than the votes cast against it.

b)The Special Resolution under Item No. 2 as set out in the Postal Ballot Notice dated 25th August, 2015 was accordingly, approved with requisite majority.

5. I have handed over the postal ballot forms and other related papers/ registers and other Records including undelivered envelopes relating to this Postal Ballot exercise for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.

6. You may accordingly declare the result of the voting by Postal Ballot.

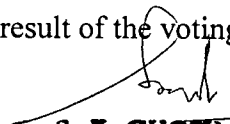
Thanking you,

SAMIR KUMAR GHOSH

Name & signature of Scrutinizer

Place : Kolkata

Dated: 3rd October, 2015


S. K. GHOSH
Company Secretary
Mem No. A-3-40
P. No. 2018