



NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of STEEL EXCHANGE INDIA LIMITED will be held on **Friday, the September 30th, 2016 at 11 : 45 A.M. at The Plaza, # 6-3-870, Tourism Plaza, Greenlands, Begumpet, Hyderabad, Telangana- 500 016** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2016, Statement of Profit and Loss, Cash Flow Statement together with related notes for the year ended 31st March, 2016, the Auditor's Report thereon and the Directors Report thereon be and are hereby received, considered, approved and adopted."

2. To appoint a director in the place of Mr. Bavineni Suresh (DIN: 00181832), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Bavineni Suresh (DIN 00181832) be and is hereby re-appointed as a director liable to retire by rotation".

3. To appoint a director in the place of Mr. Veeramachaneni Venkata Krishna Rao (DIN 00206884), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution.

"RESOLVED THAT Mr. Veeramachaneni Venkata Krishna Rao (DIN 00206884) be and is hereby re-appointed as a director liable to retire by rotation".

4. Appointment of Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and pursuant to the recommendations of the Audit Committee and pursuant to the resolution passed in the Annual General Meeting of the Company held on December 31, 2014, the appointment of M/s. Pavuluri & Co, Chartered Accountants (Firm Registration No. 012194S), Hyderabad as Statutory Auditors of the Company to hold office until the conclusion of the Annual General Meeting to be held for the year 2019 be and is hereby ratified and confirmed AND THAT the Board of Directors of the Company, based on the recommendations of the Audit Committee, be and is hereby authorised to fix the remuneration payable to the Statutory Auditors in addition to reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of the accounts of the Company for the financial year ending March 31, 2017".

Special Business:

5. **Re-appointment of Mr. Bandi Satish Kumar (DIN 00163676), as Chairman and Managing Director of the Company.**

To Consider and, if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of Members of the Company be and is hereby accorded to the re-appointment of Shri. B. Satish Kumar (DIN: 00163676) as Managing Director of the Company for a further period of three years with effect from 01st March, 2016, on the terms and conditions including remuneration and perquisites etc., as mentioned below.

The details of remuneration and perquisites etc., payable are as under:

1. Salary : Rs. 5,50,000/- Per Month

2. Commission : Nil

3. Perquisites/ Allowances :

i) Medical Reimbursement:

Reimbursement of expenses incurred in India and/or abroad for Medical treatment of self and his family, subject to a



ceiling one month's salary in a year or three month's salary over a period of three years.

ii) Leave Travel Concession:

Reimbursement of actual travelling expenses for self and his family, once in a year for proceeding on leave in accordance with the rules of the Company.

Explanation:

For (i) and (ii) Family means the spouse, dependent children and the dependent parents.

iii) Motor Car and Telephone:

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Private use of car and personal long distance calls on telephone shall be billed by the Company.

iv) Other Perquisites:

Subject to the overall ceiling on remuneration the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors from time to time, decide, whose value together with the perquisites mentioned above, shall not be exceed 10% of the salary per month."

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Managing Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in case Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies.

"FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. To ratify the remuneration payable to M/s. DZR & Co., the Cost Auditors of the Company for the FY 2016-17.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014, the Company be and hereby ratify and confirm the payment of remuneration of Rs. 4,50,000/- (plus applicable service tax and out of pocket expenses that may be incurred) to M/s. DZR & Co., Cost Accountants, Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of cost records of the company for the financial year ending March 31, 2017."

FURTHER RESOLVED THAT Mr. B. Satish Kumar, Chairman & Managing Director, Mr. B. Suresh Kumar, Joint Managing Director of the Company be and are hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

7. To amend the Capital Clause V of the Memorandum of Association of the company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

V. The Authorized Share Capital of the Company is Rs. 332, 00,00,000/- (Rupees three hundred and thirty two crores only) divided into 25,80,00,000 (Twenty Five crores Eighty Lakhs only) equity shares of Rs. 10/- (Ten only) each, and 7,40,00,000 (Seven Crore Forty Lakhs only) preference shares of Rs. 10/- (Ten only) each and the said preference shares may be redeemable/non-redeemable, cumulative/non-cumulative, convertible/non-convertible, participating/non-participating or otherwise at the option of the Company, in the share capital of the Company with power to



increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential/deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company ."

RESOLVED FURTHER THAT Mr. B. Satish Kumar, Chairman and Managing Director or Mr. B. Suresh Kumar, Joint Managing Director or Mr. L. Babu Are, Company Secretary of the Company be and are hereby severally authorized to file necessary forms and obtain necessary approvals as may be necessary in this regard and to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

8. To adopt new set of Articles of Association in accordance with the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** "**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 ('the Act'), Schedule-I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Director (hereinafter referred to as the "Board", which term shall include any of its duly authorized Committees or one or more Directors) be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. B. Satish Kumar, Chairman and Managing Director or Mr. B. Suresh Kumar, Joint Managing Director or Mr. L. Babu Are, Company Secretary of the Company be and are hereby severally authorized to file necessary forms and obtain necessary approvals as may be necessary in this regard and to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

By order of the Board
For **STEEL EXCHANGE INDIA LIMITED**

L. BABU ARE
Company Secretary

Place: Hyderabad
Date: 31.08.2016

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), relating to the Special Business under Item Nos. 5 to 8 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2,3 and 5 of the Notice, are annexed.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.



3. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 24th day of September, 2016 to Friday, the 30th day of September, 2016 (both days inclusive).
5. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the meeting.
6. Members desirous of seeking any information on the accounts or operations of the Company are requested to write to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
7. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of AGM venue. Members who hold shares in dematerialized form are requested to bring their depository account Number (Client Id and DP Id No) for easier identification and recording of the attendance at the meeting
8. Members holding shares in physical form can avail of the nomination facility by filing prescribed form under section 72 of the Companies Act, 2013 with the Company or its Registrar & Share Transfer Agents and in case of shares held in demat form, the nomination has to be lodged with their respective Depository Participants (DPs).
9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's R T A, M/s Venture Capital and Corporate Investments Pvt. Ltd. Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
10. In order to service the Members effectively, members are requested to consolidate their holdings if the shares are held in the same name or in the same order of names but in several folios.
11. The equity shares of the Company have been notified for compulsory trading in demat form and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and the Members are requested to avail this facility and get their shareholding converted into dematerialized form.
12. All Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days between 10.00 A.M. and 12.00 Noon up to the date of the Annual General Meeting. The Register of Directors' share holding shall be open for inspection during the period beginning 14 days before the Annual General Meeting and ending 3 days after its conclusion.
13. Pursuant to the provisions of Section 124 of the Companies Act, 2013 (corresponding Section 205A of the Companies Act, 1956), the amount of dividend/deposits/interest on deposits which remains unclaimed for a period of seven years from the date of declaration/due, would be transferred to Investor Education and Protection Fund. The members are requested to check and send their claims to the Company, if any, for the year 2008-09 before the respective amounts become due for transfer to the Fund (IEPF).
14. The Ministry of Corporate Affairs (MCA) has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies. Your Company has decided to join the MCA in its environment friendly initiative.

Henceforth, the Company proposes to send documents such as notice of General Meetings, Annual Report and other Communication to the members via electronic mode to their registered e-mail addresses. To support this green initiative of the Government in full measure, Members are requested to register/update their e-mail addresses with their Depository Participants (D.P) in respect of the dematerialized holdings and the Members who hold shares in physical form are requested to send the details via e-mail at cs@seil.co.in or info@vccilindia.com by quoting their registered folio numbers.



15. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e voting may write to the registrar or the company quoting their client id/folio no and DP id so as to send the password for e voting and hard copy of the ballot paper will be provided at the venue of the AGM for those members who have not exercised their e-voting.

16. E-Voting

I. Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members facility to exercise their right to vote on Resolutions proposed to be considered at the 17th Annual General Meeting by electronic means known as remote e-voting. The Company will also be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Annual General Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The procedure and instructions for e-voting are as follows:

- (i) The voting period begins on 27th September, 2016 at 9.00 a.m. and ends on 29th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,



provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Steel Exchange India Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The Company has appointed M/s B S S & Associates, Company Secretaries, as the scrutinizer to scrutinize the e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.
- III. The Scrutinizer shall. Immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declared the results of the voting forthwith.
- IV. The Results shall be declared on or after the Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchange(s)

All documents referred in the accompanying notice and the statement pursuant to section 102 (1) of the Companies Act, 2013, will be available for inspection at the registered office of the Company during business hours on all working days upto the date of 17th Annual General Meeting of the Company.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")****Item No 5**

Pursuant to the recommendation Nomination and Compensation Committee in its meeting held on February 29, 2016 the Board of Directors of the Company in their meeting held on February 29, 2016 approved re-appointment of Mr. Bandi Satish Kumar (DIN 00163676) as Managing Director of the Company with effect from March 01, 2016 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 for a period of three years on the terms and conditions including remuneration and perquisites etc., as mentioned below.

The details of remuneration and perquisites etc., payable are as under w.e.f 01.02.2016:

1. Salary : Rs. 5, 50,000/- Per Month

2. Commission : Nil

3. Perquisites/ Allowances :

i) Medical Reimbursement:

Reimbursement of actual travelling expenses for self and his family, once in a year for proceeding on leave in accordance with the rules of the Company.

ii) Leave Travel Concession:

Reimbursement of actual travelling expenses for self and his family, once in a year for proceeding on leave in accordance with the rules of the Company.

Explanation:

For (i) and (ii) Family means the spouse, dependent children and the dependent parents

iii) Motor Car and Telephone:

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Private use of car and personal long distance calls on telephone shall be billed by the Company.

iv) Other Perquisites:

Subject to the overall ceiling on remuneration the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors from time to time, decide, whose value together with the perquisites mentioned above, shall not be exceed 10% of the salary per month."

The Board of Directors recommends the resolution in relation to the reappointment of Managing Director for the approval of the members of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Except Mr. B. Satish Kumar himself, Mr. B. Ramesh Kumar and Mr. B. Suresh Kumar and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration. The disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at Annexure to this Notice.

Item No.6

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee, the Board has, considered and approved the appointment of M/s. DZR &



Co., Cost Accountants as the cost auditor for the financial year 2016-17 at a remuneration of Rs. 4,50,000/- per annum plus applicable service tax and reimbursement of out of pocket expenses.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

Certificate dated 27.05.2016 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 10.00 A.M to 12.00 Noon and shall also available at the meeting. The Board recommends this resolution for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.7

The Authorized Share Capital of the Company is Rs. 332, 00,00,000/- (Rupees three hundred and thirty two crores only) divided into 25,80,00,000 (Twenty Five crores Eighty Lakhs only) equity shares of Rs. 10/- (Ten only) each, and 7,30,00,000 (Seven Crores Thirty Lakhs only) Redeemable Cumulative Optionally Convertible Preference shares of Rs. 10/- each and 10,00,000(Ten Lakhs only) preference shares of Rs.10/- (Ten only) each. In order to issue non-convertible redeemable preference shares, the preference share capital is consolidated and reclassified as 7,40,00,000 (Seven Crore Forty Lakhs only) preference shares of Rs. 10/- (Ten only) each and the said preference shares may be redeemable/non-redeemable, cumulative/non-cumulative, convertible/non-convertible, participating/non-participating or otherwise at the option of the Company, in the share capital of the Company.

The Board of Directors recommends the ordinary Resolution set out at Item No.7 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No.8

The existing Articles of Association ('Articles') of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the specific sections of the erstwhile Companies Act, 1956. With the enactment of the Companies Act, 2013 several regulations of the existing articles of the company require alteration and /or deletion. Given this position, it is considered expedient to replace the existing Articles with a new set of Articles pursuant the Companies Act, 2013. The draft Articles shall be open for inspection by the members at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. until the date of ensuing Annual General Meeting.

The Board of Directors recommends the Special Resolution set out at Item No.8 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

By order of the Board
For **STEEL EXCHANGE INDIA LIMITED**

Place: Hyderabad
Date: 31.08.2016

L. BABU ARE
Company Secretary

**Annexure I**

Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors Appointment/re-appointment in the ensuing Annual General Meeting

Name of the Director	Bavineni Suresh	V.V. Krishna Rao	B. Satish Kumar
Date of Birth	30.08.1968	10.06.1948	05.12.1960
Nationality	Indian	Indian	Indian
Date of appointment	28.02.2000	12.01.2000	01.10.2007
Qualification	B. Tech. M.B.A	M.A	B.E
Expertise in Specific Functional Area	Rich Experience of more than 16 years in Finance and Steel Industries	More than 36 years of Experience in Marketing and Steel industry.	More than 25 years industry experience in Project Management, Strategic Planning and Leadership.
Relationship with Directors Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors Appointment/re-appointment in the ensuing Annual General Meeting	None	None	Brother of Mr. B. Suresh Kumar and Mr. B. Ramesh Kumar
Board Memberships as on March 31, 2016	1.Vizag Profiles Pvt Ltd 2.Umashiv Garments Pvt. Ltd 3.Simhadri Wires Pvt. Ltd 4.Satyatej Vyapaar Pvt. Ltd	1.Vizag Profiles Pvt Ltd 2. VPL Integral CFS Pvt. Ltd.	1. Simhadri Pellets India Limited 2. Umashiv Garments Pvt. Ltd. 3. Satyatej Vyapaar Pvt. Ltd.
Chairman/Member of the committee of the Board of Directors as on March 31, 2016	Nil	Nil	Nil
No. of Meetings of the Board attended during the financial year-2015-16	Attended Six out of Seven Board Meeting during the year	Attended Five out of Seven Board Meetings held during the year	Attended all Seven Board Meetings held during the year
Terms and Conditions of appointment or re-appointment along with details of remuneration	-	-	Reappointment Terms and conditions remain same. Previous monthly remuneration is Rs, 550000/-



Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person	-	-	Proposed remuneration is reasonable as compared with the industry standards for a Managing Director
Number of Equity Shares held in the Company as on March 31,2016	11,38,350 Equity shares of Rs. 10/- each	6,43,736 Equity shares of Rs.10/- each	6,45,944 Equity shares of Rs.10/- each
Other Information			
Reasons for loss or inadequate profits	-	-	Sluggish demand, due to fall in prices, recession in economy.
Steps taken for improvement	-	-	Continuous business development and production capacity enhancement activities are taken for continuous improvement.
Expected Increase in productivity and profits in measurable terms	-	-	Production capacity is optimum and profits will proportionately increase as the industry grows in the coming years.

By order of the Board
For **STEEL EXCHANGE INDIA LIMITED**

Place: Hyderabad
Date: 31.08.2016

L. BABU ARE
Company Secretary

STEEL EXCHANGE INDIA LIMITED

Regd.Office: # 303, My Home Laxmi Nivas, Greenlands, Ameerpet, Hyderabad - 500 016.

Telephone No: +91-40-23403725 Fax No: +91- 40- 23413267

Website: www.seil.co.in email: cs@seil.co.in **CIN: L74100AP1999PLC031191**

ATTENDANCE SLIP

17th Annual General Meeting - September 30, 2016

**PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER
AT THE ENTRANCE OF THE MEETING HALL**

DP ID*	
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Folio No	
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Client ID*	
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No.of Shares held	
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I Certify that I am member /Proxy for the member of the company, I hereby record my presence at the 17th Annual General Meeting of the Company held on Friday, the September 30th, 2016 at 11:45 AM at The Plaza, Begumpet, Hyderabad, Telangana- 500 016.

(Signature of Member / Proxy)

Note : Please fill in the attendance slip and hand it over at the entrance of the meeting .

Persons attending the Annual General Meeting are required to bring their copies of Annual Reports as the practice of distribution of copies of the Report at the meeting has been discontinued.

* Applicable for Investors holding shares in electronic form



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PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID:

DP ID:

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

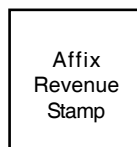
- (1) Name: _____ Address: _____
E-mail Id: _____ or failing him;
- (2) Name: _____
Address: _____
E-mail Id: _____ or failing him;
- (3) Name: _____
Address: _____
E-mail Id: _____ or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 17th Annual General Meeting of the Company to be held on **Friday, the September 30th, 2016 at 11:45 AM at The Plaza, Begumpet, Hyderabad, Telangana-500 016** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	FOR	AGAINST
	Ordinary Business		
1	Consider and adopt Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors' thereon.		
2	Appointment of Mr. Bavineni Suresh as a director retiring by rotation.		
3	Appointment of Mr. V.V. Krishna Rao as a director retiring by rotation.		
4	Appointment of M/s. Pavuluri & Co, Chartered Accountants as Statutory Auditors of the company.		
	Special Business		
5	Reappointment of Mr. Bandi Satish Kumar as Chairman and Managing Director of the Company.		
6	To ratify the remuneration payable to M/s. DZR & Co., Cost Auditors of the Company for FY 2016-17.		
7	To ammended the captial clause V of the Memorandum of Association of the Company.		
8.	To adopt new set of Articles of Association in accordance with the Companies Act, 2013.		

Signed on this _____ day of _____ 2016.

Signature of the Shareholder _____



Signature of First proxy holder

Signature of Second proxy holder

Signature of Third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.