



# STEEL EXCHANGE INDIA LIMITED

CIN :L74100AP1999PLC031191

**Regd. Office:** 303, My Home Laxminivas Apartments, Greenlands, Ameerpet, Hyderabad - 500016  
Ph: 040-40033501, Fax: +91-40-23413267

**Corp. Office:** Block-A, Green City Towers, Green City, Near Apparel Export Park,  
Vadlapudi(Post), Visakhapatnam - 530049, Andhra Pradesh  
Ph: +91-891-2587175, Fax: +91-891-2749218

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Steel Exchange India Limited (CIN NO.L74100AP1999PLC031191) will be held on Wednesday, the 21st December, 2016 at 11.30 a.m. at Club House, Green City, Near Apparel Export Park, Vadlapudi, Visakhapatnam - 530046 to transact the following business:

### SPECIAL BUSINESS:

#### Item No. 1: Preferential Issue of Equity Shares

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 and Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read with the rules made thereunder, and the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act 2013), and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI") ("SEBI Regulations"), and the stock exchanges where the shares of the Company are listed ("Stock Exchanges") and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company, the Board be and is hereby authorized on behalf of the company to create, offer, issue and allot upto 30,00,000 equity shares of face value of Rs.10/- each ("Equity Shares") fully paid up, for cash, at such price (including "premium") not less than the price determined in accordance with Chapter VII of the "SEBI (ICDR) Regulations" on such terms and conditions and in such manner, as the Board or the Allotment Committee, may, in its absolute discretion deem fit ("Preferential Issue"), aggregates to the amount not more than Rs

21 Crores (Rupees Twenty One Crores Only) to the Promoter Directors, Mr. B. Satish Kumar, Chairman and Managing Director, having residence at 8-2-269/19/S/D, NF-1, Lavakhusa Apts Road No 2, Banjara Hills Hyderabad - 500033, having PAN AEDPB5957N and Mr. B. Ramesh Kumar, Joint Managing Director, having residence at 31-8-41/10, F.No.303, Vizag Profile Towers, Kurmannapalem, Visakhapatnam, having PAN AETPB8748M and Mr. B. Suresh Kumar, Joint Managing Director, having residence at 31-8-41/2, Ward No.31, Kurmannapalem, Gajuwaka, Visakhapatnam, having PAN AESPB9338L and Mr. B. Suresh, Director having residence at Flat No. 74, Green City, Apparel Export Park, Vadlapudi Post, Visakhapatnam, having PAN AESPB9378J, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares to be issued in terms hereof shall be November 21, 2016 which is the date falling 30 days prior to the date of this Extraordinary General Meeting.

**RESOLVED FURTHER THAT** the equity shares to be allotted to the Promoter Directors pursuant to the aforesaid preferential allotment shall rank Pari-Passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Promoter Directors in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions Chapter VII of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investor, as may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolutions and also to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

**Item No. 2: Reappointment of Mr. B. Suresh Kumar, Joint Managing Director for a further period of Three Years**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 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. Suresh Kumar (DIN: 00206473) as a Joint Managing Director of the Company for a further period of three years with effect from 27th October, 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, 00,000/- 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 Joint 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, Mr. B. Suresh Kumar, Joint 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 Joint 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.

By Order of the Board  
**For M/s Steel Exchange India Limited**

Place: Visakhapatnam  
Date: 12.11.2016

**L. Babu Are**  
Company Secretary

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), relating to the Special Business under Item Nos. 1 & 2 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 Nos. 2 of the Notice, are also 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. However, 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 Extraordinary 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 Extraordinary 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. 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.
5. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of EGM 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

6. 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).
7. 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 Limited. 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.
8. 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.
9. 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.
10. 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 Extraordinary General Meeting. The Register of Directors shareholding shall be open for inspection during the period beginning 14 days before the General Meeting and ending 3 days after its conclusion.
11. 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, Reports 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](mailto:cs@seil.co.in) or [info@vccilindia.com](mailto:info@vccilindia.com) by quoting their registered folio numbers.

12. 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 EGM for those members who have not exercised their e-voting.

### 13. **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 Extraordinary General Meeting by electronic means known as remote e-voting. The Company also will 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 Extraordinary 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 instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 18th December, 2016 at 9.00 a.m. and ends on 20th December, 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 14th December, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Extraordinary General Meeting in a fair and transparent manner.
- III. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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 declare the result of the voting forthwith.
- IV. The Results shall be declared on or after the Extraordinary 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 Extraordinary 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 this Extraordinary General Meeting of the Company.



**Item No.1: Preferential Issue of Equity Shares**

Keeping in view the working capital requirements and the ability to compete with the peer group in the existing and future markets, your Company needs to strengthen its financial position and net worth by augmenting medium and short-term resources. Mr. B. Satish Kumar, Chairman and Managing Director, and Mr. B. Ramesh Kumar, Joint Managing Director and Mr. B. Suresh Kumar, Joint Managing Director and Mr. B. Suresh Directors of the Company ("Lenders") agreed to further infuse an amount not more than Rs 21 Crores (Rupees Twenty One Crores Only) against which, a fully paid-up equity shares of the Company at the price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies. The Company has accordingly proposed to enhance its equity base by offer, issue and allot upto 30,00,000 Equity Shares of Rs. 10/- each at premium.

The Board has given its approval to Issue and allot of upto 30,00,000 Equity Shares at a face value of Rs.10/- each by way of a Preferential Issue, at such price not less the price determined in accordance with SEBI Pricing Formula applicable to listed companies, subject to approval by the Members in the General Meeting.

The other disclosures in accordance with the Companies Act, 2013 and in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

**1. The Objects of the Preferential Issue:**

Company needs funds for working capital requirements and the promoters agreed to infuse further funds against the issue of equity shares of the Company.

**2. The proposal of the promoters / directors or key management personnel to subscribe to the offer:**

Mr. B. Satish Kumar, Chairman and Managing Director and Mr. B. Ramesh Kumar, Joint Managing Director and B. Suresh Kumar, Joint Managing Director and Mr. B. Suresh, Director of the Company have proposed to subscribe, to all the Equity Shares under the Preferential Issue.

**3. Relevant Date:**

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 21st November, 2016 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting of the Company to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

**4. Pricing of Preferential Issue:**

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the Regulations. Since the Company is listed on BSE Limited ("BSE") and Calcutta Stock Exchange Limited ("CSE"), the trading volume of Equity Shares of the Company on BSE Limited will be considered to determine the highest trading volume for computation of issue price. As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations.

**5. The Shareholding pattern before and after the Preferential Issue:**

The shareholding pattern of the Company pre and post the preferential allotment of Equity Shares, under the proposed Preferential Issue given below:

S. No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>A</b>	<b>Promoter &amp; Promoter Group</b>				
1	Indian Promoters	3,70,44,817	48.75	4,00,44,817	50.69
2	Foreign Promoters	2,11,504	0.28	2,11,504	0.26
	<b>Sub- Total -A</b>	<b>3,72,56,321</b>	<b>49.03</b>	<b>4,02,56,321</b>	<b>50.97</b>
<b>B</b>	<b>Public Shareholding</b>				
1	Institutions	-	-	-	-
a.	Mutual Funds/UTI	8946	0.01	8946	0.01
b	Venture Capital Funds	-	-	-	-
<b>A</b>	<b>Promoter &amp; Promoter Group</b>				
1	Indian Promoters	3,70,44,817	48.75	4,00,44,817	50.69
2	Foreign Promoters	2,11,504	0.28	2,11,504	0.26
	<b>Sub- Total -A</b>	<b>3,72,56,321</b>	<b>49.03</b>	<b>4,02,56,321</b>	<b>50.97</b>
<b>B</b>	<b>Public Shareholding</b>				
1	Institutions	-	-	-	-
a.	Mutual Funds/UTI	8946	0.01	8946	0.01
b	Venture Capital Funds	-	-	-	-
c.	Alternate Investment Funds	-	-	-	-
d.	Foreign Venture Capital Funds	-	-	-	-
e.	Foreign Portfolio Investors	-	-	-	-
f.	Financial Institutions/Banks	11,79,581	1.55	11,79,581	1.49
g.	Insurance Companies	-	-	-	-
h.	Provident Funds/Pension Funds/any other	-	-	-	-
i.	Foreign Institution Investors	-	-	-	-
j..	Qualified Foreign Investor	-	-	-	-
k.	Qualified Foreign Investor - Corporate	-	-	-	--
l.	Foreign Bodies Corporate	-	-	-	-
m.	Foreign Nationals	-	-	-	-
	<b>Sub-Total-B(1)</b>	<b>11,88,527</b>	<b>1.56</b>	<b>11,88,527</b>	<b>1.50</b>
2	Central Government/State Government(s)	3,09,342	0.41	3,09,342	0.39
	<b>Sun-Total - B(2)</b>	<b>3,09,342</b>	<b>0.41</b>	<b>3,09,342</b>	<b>0.39</b>
3	Non-Institutions				
a.	Individual shareholders holding upto 2lakh	36,04,458	4.74	36,04,458	4.56
b.	Individual shareholders holding in excess of 2 lakh	115,56,946	15.21	115,56,946	14.63
c.	NBFCs Registered with RBI	-	-	-	-
d.	Employee Trusts	-	-	-	-
e.	Overseas Depositories(holding DRs)	-	-	-	-
f.	Any Other	-	-	-	-
g.	Body Corporates	2,00,80,014	26.43	2,00,80,014	25.58
h.	Clearing Members	18,44,341	2.43	18,44,341	2.33
i.	Trust	56,908	0.07	56,908	0.07
j.	Non-Resident Individuals	87,955	0.12	87,955	0.11
	<b>Sub-Total - B(3)</b>	<b>3,72,31,422</b>		<b>3,72,31,422</b>	<b>47.13</b>
	<b>Total Public Shareholding-B</b>	<b>387,28,491</b>	<b>50.97</b>	<b>387,28,491</b>	<b>49.03</b>
<b>C</b>	<b>Shares held by Custodians against DRs/FCCBs etc.</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>7,59,84,812</b>	<b>100.00</b>	<b>7,89,84,821</b>	<b>100.00</b>

**6. Identity of the proposed allottees:**

The identity of the person who is the ultimate beneficial owners of the Equity Shares proposed to be allotted is as follows:

Identity of Proposed allottee	Category	Pre-Issue Holding	% of Pre Issue	No. of Equity Shares to be allotted	Issue Price of equity shares	Post Issue holding	% of post Issue
B. Satish Kumar	Promoter	6,45,944	0.85	7,50,000	67.00	13,95,944	1.77
B. Ramesh Kumar	Promoter	4,09,172	0.54	7,50,000	67.00	11,59,172	1.47
B. Suresh Kumar	Promoter	14,99,950	1.97	7,50,000	67.00	22,49,950	2.85
B. Suresh	Promoter	1138350	1.50	7,50,000	67.00	18,88,350	2.39

**7. Particulars of the Proposed Allottee:**

1. Mr. B. Satish Kumar, Chairman and Managing Director, having residence at 8-2-269/19/S/D, NF-1, LavakhusaApts Road No 2, Banjara Hills Hyderabad - 500033, having PAN AEDPB5957N
2. Mr. B. Ramesh Kumar, Joint Managing Director of the Company, having residence at 31-8-41/10, F.No.303, Vizag Profile Towers, Kurmannapalem, Visakhapatnam, having PAN AETPB8748M.
3. Mr. B. Suresh Kumar, Joint Managing Director of the Company, having residence at 31-8-41/2, Ward No.31, Kurmannapalem, Gajuwaka, Visakhapatnam, having PAN AESPB9338L
4. Mr. B. Suresh, Director of the Company, having residence at Flat No. 74, Green City, Apparel Export Park, Vadlapudi Post, Visakhapatnam, having PAN AESPB9378J

**8. Proposed time within which the Preferential Issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**9. Change in control:**

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

**10. Securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue to the allot, upto 30,00,000 Fully Paid-up Equity shares of face value of Rs. 10/- each aggregates to the amount not more than Rs 21 Crores (Rupees Twenty One Crores Only) in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the Regulations.

**11. Auditor's certificate:**

The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days (excluding holidays and Sundays) upto the date of the meeting.

**12. Lock in period:**

The proposed allotment shall be subject to lock-in as per requirements of the Regulations.

**13. The Company has not made any preferential issue of securities during the current year:**

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the Regulations. The Board of Directors believe that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members.

Your Directors, therefore, recommend the resolution for your approval. Except the Promoter Directors Mr. B. Satish Kumar, Mr. B. Ramesh Kumar, Mr. B. Suresh Kumar being related each other and Mr. B. Ramesh and none of the Directors/Key Managerial Personnel/their relatives of the Company are in any way concerned or interested in the above referred resolution. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement/Regulation. All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 10:00 A.M. to 1:00 P.M on any working day up to the date of the meeting.

**Item No.2: Reappointment of Mr. B. Suresh Kumar, Joint Managing Director for a further period of Three years**

Pursuant to the recommendation Nomination and Compensation Committee in its meeting held on Friday the 30th day of September, 2016 the Board of Directors of the Company in their meeting held on Friday the 30th day of September, 2016 approved the re-appointment of Mr. Bandi Suresh Kumar (DIN 00206473) as Joint Managing Director of the Company with effect from 27th October, 2016 in accordance with the provisions contained in Section 196, 197 of the Companies Act, 2013 and that Mr Bandi Suresh Kumar (DIN 00206473) 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:

1. Salary : Rs. 5, 00,000/- 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 Joint 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 Joint 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. Suresh Kumar himself, Mr. B. Ramesh Kumar and Mr. B. Satish 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.3. Approval of the members is required by way of Special Resolution for reappointment and payment of remuneration. The disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided here under:

Name of the Director	Bandi Suresh Kumar
Date of Birth	19.04.1964 & 51 years
Nationality	Indian
Date of first Appointment by the Board	24.02.1999
Qualification	B.E. (Mechanical)
Expertise in Specific Functional Area	More than 20 year experience in Steel Industry
Relationship with Directors	Brother of Mr. B. Satish Kumar and Mr. B. Ramesh Kumar
Board Memberships	1.Simhadri Pellets India Limited 2.Simhadri Wires Private Limited 3.VPL Integral CFS Private Limited 4.Vizag Profiles Private Limited 5. Sri AnandaSubbaraya Wire Products Pvt Ltd.
Chairman/Member of the committee of the Board of Directors	NIL
No. of Meetings of the Board attended during the previous financial year	Attended Four Board Meetings held during the previous financial 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, 5 lakh
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 as a Joint Managing Director
Number of Equity Shares held in the Company as on September 30,2016	14,99,950 Equity shares of Rs.10/- each
Reasons for loss or inadequate profits	We do not foresee any losses or inadequacy of profits for the next three years
Steps taken for improvement	Continues business development and production capacity enhancement activities are taken for continuous improvement
Expected Increase in productivity and measurable terms	Production capacity is optimum and profits will increase proportionately as the industry grows in the coming years.

By Order of the Board  
**For M/s Steel Exchange India Limited**

Place: Visakhapatnam  
Date: 12.11.2016

**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

**Extraordinary General Meeting - December 21, 2016**

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

<b>DP ID*</b>	
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<b>Folio No</b>	
-----------------	--

<b>Client ID*</b>	
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<b>No.of Shares held</b>	
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I Certify that I am member /Proxy for the member of the company, I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, the 21st December, 2016 at 11.30 a.m. at Club House, Green City, Near Apparel Export Park, Vadlapudi, Visakhapatnam - 530046.

(Signature of Member / Proxy)

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**Note :** Please fill in the attendance slip and hand it over at the entrance of the meeting .  
Persons attending the Extraordinary General Meeting are required to bring their copies of Notice as the practice of distribution of copies of the Report at the meeting has been discontinued.

\* Applicable for Investors holding shares in electronic form



# 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**

## 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 Extraordinary General Meeting of the Company to be held on **Wednesday, the 21st December, 2016 at 11.30 a.m. at Club House, Green City, Near Apparel Export Park, Vadlapudi, Visakhapatnam - 530046** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	FOR	AGAINST
	<b>Ordinary Business</b>		
1	Preferential Issue of Equity Shares - <b>Special Resolution</b>		
2	Reappointment of Mr. B. Suresh Kumar, Joint Managing Director for a further _____ period of Three Years - <b>Special Resolution</b>		

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of the Shareholder \_\_\_\_\_

Affix  
Revenue  
Stamp

\_\_\_\_\_  
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.

*If undelivered, please return to :*

**STEEL EXCHANGE INDIA LIMITED**

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

Telephone No: +91-40-23403725

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