



STEEL EXCHANGE INDIA LTD
Strengthening our Planet

STEEL EXCHANGE INDIA LIMITED

(CIN: L74100AP1999PLC031191)

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NOTICE OF EXTRAORDINARY GENERAL MEETING

EGM DATE: 18.01.2021

PLANT LOACTIONS

Power Plant & Steel Ingot Division: Opp: Mandapalli New Bridge, Kothapeta (V & M) – 533 223 East Godavari (Dt). **Rolling Division:** Simhadri TMT Steels, Plot No 1, I.D.A., Edulapaka Bonangi, Paravada (Mandal), VSP (Dt) – 531 201, **Wire Drawing Division (HC Wire Products):** Plot No.17 & 18, E-Block, IDA, Auto Nagar, Vizag – 530 012, **Bobbili Wire Drawing Division (Galvanising Wire Products):** S. No. 295 to 300, APIIC Growth Centre, Bobbili– 535 558, **Integrated Steel Plant (ISP) - Sponge Iron Division, Rolling Division, SMS Billet Unit and 60 MW Power Plant:** Malliveedu, L.Kota Mandal, Vizianagaram District – 533 301.



Notice is hereby given that the Extraordinary General Meeting (EGM) of the Members of Steel Exchange India Limited (the Company) will be held on Monday, the 18th January, 2021 at 11.30 A.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence of the Members at a common venue, to transact the businesses mentioned below.

Special Business:

1. Issue of Equity Shares to the promoters by way of conversion of unsecured loans

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the Stock Exchanges where the Equity Shares of the Company are listed and enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, 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 (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot 76,92,306 Equity Shares, having face value of Rs.10/- (Rupees Ten only) each at a premium of Rs. 29/- per Equity Share to the below-mentioned proposed allottees, in accordance with the SEBI (ICDR) Regulations and applicable law on preferential basis to the Promoters of the Company, by way of conversion of existing unsecured loan of Rs.30.00 Crores extended by the Promoters in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

Sl. No.	Name of the proposed Allottee	PAN of the Allottee	No. of Equity Shares proposed to allot
01	Mr. B Suresh Kumar	AESPB9338L	25,64,102
02	Mr. B Ramesh Kumar	AETPB8748M	12,82,051
03	Mr. B Suresh	AESPB9378J	12,82,051
04	M/s Vizag Profiles Private Limited	AABCV2154Q	25,64,102

“**RESOLVED FURTHER THAT** in accordance with Regulation 161 of the SEBI (ICDR) Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the promoters, on a preferential basis, is December 19, 2020 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.”

“**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall rank pari passu with the existing Equity Shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI (ICDR) Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity



Shares and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders 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 other Committee of the Board to give effect to this resolution.”

2. Issue of Equity Shares of the Company on Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, 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 (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot 44,04,059 equity shares of Rs. 10/- Each on a preferential basis, for cash at a price of Rs. 39/ (including a premium of Rs. 29/- per Equity Share), to the below-mentioned proposed allottees, for a total consideration of up to Rs. 17.20 Crores (Seventeen Crores Twenty Lakhs only) provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion.”

Sl. No.	Name of the proposed Allottee	PAN of the Allottee	No. of Equity Shares proposed to allot
01	EISAF II Onshore Fund	AAATE9140K	7,79,857
02	EW India Special Assets Fund II Pte Ltd	AAECE4192L	21,87,123
03	Edelweiss Alternative Asset Advisors Ltd	AABCE9810G	2,09,121
04	EWON Pte Ltd	AAGCE1390Q	6,13,979
05	EFL Special Pte Ltd	AAGCE1929F	6,13,979

“RESOLVED FURTHER THAT in accordance with Regulation 161 of the SEBI (ICDR) Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the promoters, on a preferential basis, is December 19, 2020 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue of Equity Shares.”

“RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall rank pari passu with the existing Equity Shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI (ICDR) Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and



give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders 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 other Committee of the Board to give effect to this resolution.”

By Order of the Board of Directors
For **Steel Exchange India Limited**

Sd/-

Raveendra Babu M
Company Secretary
M.No: A34409

Place: Hyderabad
Date: 18.12.2020

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and other aforesaid all Notifications, physical attendance of the Members to the EGM venue is not required and Extraordinary general meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.seil.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and



www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. 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.
9. The registers i.e. Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which directors are interested maintained under Section 170 and Section 189 of the Act respectively will be available electronically for inspection by members during the EGM. All documents referred to in this Notice and the Explanatory Statement annexed hereto will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of EGM, i.e. January 18, 2021. Members seeking to inspect such documents can send an email to cs@seil.co.in
10. As per Regulation 40 of the Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, M/s. Venture Capital & Corporate Investments Private Limited, Hyderabad for assistance in this regard.
11. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/Demat form and with Venture Capital & Corporate Investments Private Limited, in case the shares are held by them in physical form for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to send their email address and mobile number to the company mail id cs@seil.co.in .
12. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Venture Capital & Corporate Investments Private Limited in case the shares are held by them in physical form.
13. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday the 11th January, 2021 to Monday, the 18th January, 2021 (both days inclusive).
14. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s. National Securities Depository Limited (NSDL).
15. Only those Members, whose names appear in Register of Members / List of beneficial owners as on Friday, 08th January, 2021 ("Cut-off Date") shall be entitled to vote (through remote e-voting and during EGM) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.
16. The Board of Directors has appointed M/s B S S & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and voting during the EGM in a fair and transparent manner.
17. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favor or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 48 hours from the conclusion of the



EGM at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM i.e. 18th January, 2021.

18. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the EGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

Instructions for the Members for attending the e-EGM through VC/OAVM:

19. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.

20. The remote e-voting period begins on 15th January, 2021 at 9:00 A.M. and ends on 17th January, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

21. The Instructions for remote voting are as under: How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@bssandassociates.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in



22. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@seil.co.in
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@seil.co.in
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

22. The Instructions For Members For E-Voting On The Day Of The EGM Are As Under:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM However; they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

23. Instructions For Members For Attending The EGM Through VC/OAVM Are As Under:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id)..
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



**Explanatory Statement
Pursuant to Section 102(1) of the Companies Act, 2013**

1. Issue of Equity Shares to the Promoters & Promoter Group by way of conversion of their unsecured loan of Rs.30.00 Crores.

Your Company has borrowed Rs.30.00 Crores (Rupees Thirty Crores only) from the Promoters of the Company as an unsecured loan. In this regard, the Company has requested the Promoters to convert the said Unsecured Loan into Equity Shares on such terms and conditions as may be mutually agreed between the Company and the Promoters and the same was accepted by the respective Promoters. Accordingly, the Board of Directors of the Company at its meeting held on December 18, 2020 has given consent, subject to approval of Members by way of Special Resolution, to convert Unsecured Loan of Rs.30.00 Crores (Rupees Thirty Crores only) into 76, 92,306 Equity Shares, having face value of Rs.10/- (Rupees Ten only) each at a premium of Rs. 29/- per Equity on such terms and conditions as mutually agreed by the Company and the Promoters.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made there under (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Issue:

The promoters of the Company had extended unsecured loan of Rs.30.00 Crores to the Company. In order to clear the debt to the Promoters, it is proposed to convert the unsecured loan into Equity Shares of the Company.

2. The total number of securities to be issued:

The Board intends to offer issue and allot up to 76, 92,306 Equity Shares on preferential basis.

3. The price or price band at/within which the allotment is proposed;:

The issue price is Rs.39.00 per Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations.

4. Basis on which price has been arrived at along with report of the registered valuer:

The Equity Shares of Company are listed on Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

5. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

Mr. Ramesh Kumar Joint Managing Director and Promoter, Mr. B Suresh Kumar, Joint Managing Director and Promoter of the Company, Mr. B Suresh Directors and promoter of the company and M/s Vizag Profiles Pvt Ltd, Promoter Group Company intends to subscribe to the Equity Shares in lieu of their outstanding unsecured loan amount. No Shares being offered to any other Promoter and Promoter Group, Directors or Key Managerial Personnel.

6. Relevant Date:

The "Relevant Date" in terms of the SEBI (ICDR) Regulations for determination of minimum price is Saturday, December 19, 2020, being a date which is 30 (Thirty) days prior to the date of General Meeting.



7. **The class or classes of persons to whom the allotment is proposed to be made:**

The Company is offering Equity Shares to subscribe through preferential allotment to Promoters of the Company.

8. **Time frame 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 where the allotment is pending on account 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 approval.

9. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Sl. No.	Name of the proposed Allottee	Category	Name of the Natural persons who are the ultimate beneficial owners	Pre Issue		Post Issue	
				No. of Shares	%	No. of Shares	%
01	Mr. B Suresh Kumar AESP9338L	Promoter	Natural Person	15,49,950	2.04	41,14,052	4.92
02	Mr. B Ramesh Kumar AETPB8748M	Promoter	Natural Person	3,19,418	0.42	16,01,469	1.91
03	Mr. b Suresh AESP9378J	Promoter	Natural Person	11,38,350	1.50	24,20,401	2.89
04	M/s Vizag Profiles Pvt Ltd AABCV2154Q	Promoter Group Company	Mr. B Suresh Kumar & his Family Members	57,63,650	7.59	83,27,752	9.95

No change in control or management is contemplated consequent to the proposed preferential issue of Equity shares.



10. Shareholding pattern of the Company before and after the preferential issue:

S.No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Holding	No. of shares held	% of Holding
A	Promoter & Promoter Group				
1	Indian Promoters	3,59,45,063	47.30	4,36,37,369	52.15
2	Foreign Promoters	2,11,504	0.28	2,11,504	0.25
	Sub- Total –A	3,61,56,567	47.58	4,38,48,873	52.40
B	Public Shareholding				
1	Institutions	-	-	-	-
a.	Mutual Funds/UTI	3,537	0.00	3,537	0.00
B	Venture Capital Funds	-	-	-	-
c.	Alternate Investment Funds	-	-	-	-
d.	Foreign Venture Capital Funds	-	-	-	-
e.	Foreign Portfolio Investors	-	-	-	-
f.	Financial Institutions/Banks	2,493	0.00	2,493	0.00
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	30,50,197	4.02	30,50,197	3.65
m.	Foreign Nationals	-	-	-	-
	Sub-Total-B(1)	30,56,227	4.02	30,56,227	3.65
2	Central Government/State Government(s)	3,09,348	0.41	3,09,348	0.37
	Sun-Total – B(2)	3,09,342	0.41	3,09,342	0.37
3	Non-Institutions				
a.	Individual shareholders holding upto 2lakh	86,00,955	11.32	86,00,955	10.28
b.	Individual shareholders holding in excess of 2 lakh	1,56,88,557	20.65	1,56,88,557	18.75
c.	NBFCs Registered with RBI	-	-	-	-
d.	Employee Trusts	-	-	-	-
e.	Overseas Depositories(holding DRs)	-	-	-	-
f.	Any Other	-	-	-	-
g.	Body Corporates	1,17,42,906	15.46	1,17,42,906	14.03
h.	Clearing Members	2,41,385	0.32	2,41,385	0.29
i.	Trust	87,045	0.11	87,045	0.11
j.	Non-Resident Individuals	1,01,822	0.13	1,01,822	0.12
	Sub-Total – B(3)	3,64,62,670		3,64,62,670	43.58
	Total Public Shareholding-B	3,98,28,245	52.42	3,98,28,245	47.60
C	Shares held by Custodians against DRs/FCCBs etc.	0	0	0	0
	GRAND TOTAL (A+B+C)	7,59,84,812	100.00	8,36,77,118	100.00

11. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment of Equity Shares on preferential basis has been made by the Company during the year.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

13. Requirement as to re-computation of price:

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares.



14. Auditors' Certificate:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations shall be made available for inspection at the registered office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting.

15. Lock-In Period:

The Equity Shares issued and allotted pursuant to this Preferential Issue shall be locked-in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 05.00 P.M. till the date of EGM.

Except Mr. B Suresh Kumar, B Satish Kumar, B Ramesh Kumar, Mr., B Suresh, directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board recommends the above resolutions as set out in the notice for approval of the members by way of Special Resolution.

2. Issue of Equity Shares of the Company on Preferential Basis

The Board of Directors of the Company ("Board") in their meeting held on December 18, 2020 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs.17.20 Crores by way of issue of 44, 04,059 Equity Shares having face value of Rs.10/- each at a premium of Rs. 29/- per Equity Share.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

Subject to approval of the shareholders of the Company, the Board vide its Board Resolution dated December 18, 2020 has authorized the issuance and allotment of 44, 04,059 equity Shares at a price of Rs. 39/- per Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations, by way of a preferential allotment for a total consideration of Rs. 17.20 Crores.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Issue:

The objective of the issue of Equity Shares is to meet working capital requirements and general corporate purpose.

2. The total number of securities to be issued:

The Board intends to offer issue and allot up to 44, 04,059 Equity Shares on preferential basis.

3. The price or price band at/within which the allotment is proposed;

The issue price is Rs. 39/- per Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations.

4. Basis on which price has been arrived at along with report of the registered valuer:

The Equity Shares of Company are listed on Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations.



In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- c) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date; or
- d) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

5. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company is subscribing to the Equity Shares.

6. Relevant Date:

The “Relevant Date” in terms of the SEBI (ICDR) Regulations for determination of minimum price is Saturday, December 19, 2020, being a date, which is 30 (Thirty) days prior to the date of General Meeting.

7. The class or classes of persons to whom the allotment is proposed to be made:

The proposed allottees List is:

Sl. No.	Name of the proposed Allottee	Category	Name of the Natural persons who are the ultimate beneficial owners
01	EISAF II Onshore Fund AAATE9140K	Category II Alternative Investment Funds (AIFs)	Category II Alternative Investment Fund registered with SEBI Registration Number: IN/AIF2/17- 18/0509. Thus, there is no natural person who are the ultimate beneficial owners who hold more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee, and Mr. Amit Agarwal (PAN AFLPA5631D) is the Fund Manager
02	EW India Special Assets Fund II Pte Ltd AAECE4192L	Foreign Portfolio Investment	Owned by Foreign Institutional Investors and no natural person holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee
03	Edelweiss Alternative Asset Advisors Ltd AABCE9810G	Public Limited Company	Edelweiss Financial Services Limited is the parent Company which is a Listed Company on NSE and BSE.
04	EWON Pte Ltd AAGCE1390Q	Foreign Portfolio Investment	Owned by Foreign Institutional Investors and no natural person holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee
05	EFL Special Pte Ltd AAGCE1929F	Foreign Portfolio Investment	Owned by Foreign Institutional Investors and no natural person holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee

8. Time frame 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 where the allotment is pending on account 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 approval.



9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sl. No.	Name of the proposed Allottee	Category	Name of the Natural persons who are the ultimate beneficial owners	Pre-Issue		Post Issue	
				No. of Shares	%	No. of Shares	%
01	EISAF II Onshore Fund AAATE9140K	Category II Alternative Investment Funds (AIFs)	Category II Alternative Investment Fund registered with SEBI Registration Number: IN/AIF2/17-18/0509. Thus, there is no natural person who are the ultimate beneficial owners who hold more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee, and Mr. Amit Agarwal (PAN AFLPA5631D) is the Fund Manager	-	-	7,79,857	0.88
02	EW India Special Assets Fund II Pte Ltd AAECE4192L	Foreign Portfolio Investment	Owned by Foreign Institutional Investors and no natural person holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee	-	-	21,87,123	2.48
03	Edelweiss Alternative Asset Advisors Ltd AABCE9810G	Public Limited Company	Edelweiss Financial Services Limited is the parent Company which is a Listed Company on NSE and BSE.	-	-	2,09,121.	0.24
04	EWON Pte Ltd AAGCE1390Q	Foreign Portfolio Investment	Owned by Foreign Institutional Investors and no natural person holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee	-	-	6,13,979	0.70
05	EFL Special Pte Ltd AAGCE1929F	Foreign Portfolio Investment	Owned by Foreign Institutional Investors and no natural person holds more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee	-	-	6,13,979	0.70
	Total			-	-	4,404,059	5.00

No change in control or management is contemplated consequent to the proposed preferential issue of Equity shares.



10. Shareholding pattern of the Company before and after the preferential issue:

S. No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Holding	No. of shares held	% of Holding
A	Promoter & Promoter Group				
1	Indian Promoters	4,36,37,369	52.15	4,36,37,369	49.54
2	Foreign Promoters	2,11,504	0.25	2,11,504	0.24
	Sub- Total –A	4,38,48,873	52.40	4,38,48,873	49.78
B	Public Shareholding				
1	Institutions	-	-	-	-
a.	Mutual Funds/UTI	3,537	0.00	3,537	0.01
b.	Venture Capital Funds	-	-	-	-
c.	Alternate Investment Funds	-	-	44,04,059	5.00
d.	Foreign Venture Capital Funds	-	-	-	-
e.	Foreign Portfolio Investors	-	-	-	-
f.	Financial Institutions/Banks	2,493	0.00	2,493	0.00
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	30,50,197	3.65	30,50,197	3.46
m.	Foreign Nationals	-	-	-	-
	Sub-Total-B(1)	30,56,227	3.65	74,60,288	8.47
2	Central Government/State Government(s)	3,09,348	0.37	3,09,348	0.35
	Sun-Total – B(2)	3,09,342	0.37	3,09,342	0.35
3	Non-Institutions				
a.	Individual shareholders holding upto 2lakh	86,00,955	10.28	86,00,955	9.76
b.	Individual shareholders holding in excess of 2 lakh	1,56,88,557	18.75	1,56,88,557	17.82
c.	NBFCs Registered with RBI	-	-	-	-
d.	Employee Trusts	-	-	-	-
e.	Overseas Depositories(holding DRs)	-	-	-	-
f.	Any Other	-	-	-	-
g.	Body Corporates	1,17,42,906	14.03	1,17,42,906	13.33
h.	Clearing Members	2,41,385	0.29	2,41,385	0.28
i.	Trust	87,045	0.11	87,045	0.10
j.	Non-Resident Individuals	1,01,822	0.12	1,01,822	0.11
	Sub-Total – B(3)	3,64,62,670	43.58	3,64,62,670	41.40
	Total Public Shareholding-B	3,98,28,245	47.60	4,42,32,304	50.22
C	Shares held by Custodians against DRs/FCCBs etc.	0	0	0	0
	GRAND TOTAL (A+B+C)	8,36,77,118	100.00	8,80,81,177	100.00

(Pre and post holding shareholding has taken after conversion of Un Secured Loans of the promoter and promoter Group in to Equity)

11. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment of Equity Shares on preferential basis has been made by the Company during the year.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable



13. Requirement as to re-computation of price:

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares.

14. Auditors' Certificate:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations shall be made available for inspection at the registered office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of meeting.

15. Lock-In Period:

The Equity Shares issued and allotted pursuant to this Preferential Issue shall be locked-in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 05.00 P.M. till the date of EGM.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board recommends the above resolutions as set out in the notice for approval of the members by way of Special Resolution.

By Order of the Board of Directors
For Steel Exchange India Limited

Sd/-

Raveendra Babu M
Company Secretary
M.No: A34409

Place: Hyderabad
Date: 18.12.2020

Important Communication to Members:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form, may register the same with:

Registrars and Share Transfer Agents: M/s Venture Capital and Corporate Investments Pvt. Ltd.

#12-10-167, Bharatnagar, Hyderabad – 500 018, Telephone: +91 – 40 – 23818475 / 76, Fax: +91 – 40 – 23868024, Email: info@vccilindia.com.

Company: The Company Secretary, Steel Exchange India Limited,

303, My Home LaxmiNivas, Greenlands, Ameerpet, Hyderabad – 500 016, Telephone: +91 – 40 – 23403725 or 040-40033501
Email: cs@seil.co.in, or csravindra.seil@gmail.com or seilsecretarial@gmail.com.

