



NOTICE

Notice is hereby given that the 26th Annual General Meeting ("AGM") of the Members of Steel Exchange India Limited ("the Company") will be held on Monday, the 29th day of September 2025 at 12.30 P.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:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board and Auditors thereon and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Auditors and the Board of Directors thereon for the financial year ended March 31, 2025 be and are hereby received, considered and adopted."

2. To re-appoint Mr. Mohit Sai Kumar Bandi (DIN: 07410118), who retires by rotation as Director and being eligible, offers himself for re-appointment and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Mohit Sai Kumar Bandi (DIN: 07410118), who retires by rotation as Director in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

SPECIAL BUSINESS:

3. **Ratification of remuneration of the Cost Auditors for the Financial Year ending 31st March, 2026**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company be and is hereby ratifies the remuneration of Rs.8.00 lakh plus applicable taxes payable to M/s. Dendukuri & Co., Cost Accountants (Proprietor Mr. D Zitendra Rao, Cost Accountant with Membership Number: 10087), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company, for the Financial Year ending March 31, 2026."

4. **To appoint M/s. B S S & Associates, Firm of Company Secretaries in Practice, as Secretarial Auditors for a term of upto 5 (Five) consecutive years and fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s B S S & Associates, Company Secretaries (Firm Registration Number: P2012AP026600) be and are hereby appointed as Secretarial Auditors of the Company for a period of Five (5) consecutive years commencing from the conclusion of 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held for the Financial Year ended March 31, 2030 and to issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations") for the Term, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

5. **Re-appointment of Mr. Bandi Suresh Kumar (DIN: 00206473) as Whole Time Director, designated as Joint Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Articles of Association and such other consents and permissions as may be necessary and on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Bandi Suresh Kumar as Whole Time Director, designated as Joint Managing Director of the Company for a further period of 3 (Three) years with effect from 27th October, 2025 on the following terms and conditions:

Tenure	Three (03) years with effect from 27th October 2025.
Salary	Rs.7,70,000 (Rupees Seven Lakhs and Seventy Thousand only) per month for a period of three (03) years with effect from 27th October, 2025
Performance Bonus/Benefit	Nil
Perquisites	<p>In addition to salary and Performance Bonus/Benefit as above said, the Whole Time Director designated as Joint Managing Director will be eligible for perks and allowances subject to a maximum of 75% of salary and these perquisites/ allowances may include the following. Valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act, 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.</p> <ol style="list-style-type: none"> House Rent Allowance at 10% of Salary per month/Rent free accommodation. Leave travel concession for self and family including dependent parents of appointee to and from any place in India and abroad once in a year in accordance with the rules of the Company. Club fees subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid. Personal accident insurance for a premium amount, which shall not exceed Rs. 250,000/- per annum. Use of Company's car with driver for business purposes. Use of telephone and other communication facilities at residence for business purposes. Any other perquisite that may be allowed as per the guidelines issued by the central government from time to time.
Other benefits	<p>The Whole Time Director designated as Joint Managing Director will be eligible for:</p> <ol style="list-style-type: none"> Company's contribution to Provident Fund as per the rules of the Company. Company's contribution to Pension / Superannuation fund as per rules of the Company. Gratuity payable in accordance with the approved fund at a rate not exceeding one-half month's salary for each completed year of service as per rules of the Company. Encashment of leave at the end of tenure as per rules of the Company.
Minimum Remuneration	In the event of Company having no profits or its profits are inadequate in any financial year during the tenure of the appointment, then the remuneration of Whole Time Director designated as Joint Managing Director shall be governed by the Section II of Part II of the Schedule V to the Companies Act, 2013 as amended from time to time.
Nature of duties	As Whole Time Director designated as Joint Managing Director of the Company, he is responsible for the corporate and business operations of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Joint Managing Director of the Company.

RESOLVED FURTHER THAT the aggregate sum of remuneration and perquisites, in any financial year shall not exceed the limits prescribed from time to time under Section 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and if in any financial year during the tenure of office of Mr. Bandi Suresh Kumar, the Company has no profits or its profits are inadequate, he will be paid remuneration by way of salary and perquisites, subject to applicable provisions of Schedule V to the Companies Act, 2013 read with Rule 7 of the Companies (Appointment and Remuneration) Rules, 2014.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter or vary the terms and conditions of the said appointment so as not to exceed the limits specified in Section 197 read with Schedule V or other applicable provisions, if any, of the Companies Act, 2013 or any other amendments thereto, as may be agreed between the Board and Mr. Bandi Suresh Kumar.

RESOLVED FURTHER THAT Board of directors and/or Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters



connected therewith or incidental thereto and to sign and execute any deeds / documents/ undertakings/ agreements/papers/writings as may be required in this regard and to delegate all or any of these powers to any director(s) or officer(s) of the Company."

6. **Alteration of Object Clause of the Memorandum of Association ("MOA") of the Company.**

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

"RESOLVED THAT pursuant to provisions of section 4, 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re- enactments thereof for the time being in force) and the rules framed there under, consent of the shareholders by way of Special Resolution be and is hereby accorded to append the following sub clause (11) and (12) after sub clause (10) of clause III (A) of the Memorandum of Association of Company:

- (11) *To carry on the business of real estate development, infrastructure construction, and allied services, including but not limited to contracting, building, engineering, town planning, land and estate development and property dealing in India or abroad. This includes acquisition, purchase, lease, pooling or otherwise securing land or immovable property-whether owned by the Company, the public or government-for the construction, development, renovation, maintenance, management, or demolition of residential, commercial, industrial, and public infrastructure such as houses, flats, bungalows, hotels, markets, MSME logistic parks, industrial parks, theatres, roads, highways, runways, railways, tramways, dams, powerhouses, transmission lines, sewage and drainage systems, and other civil or utility works, including turnkey projects.*
- (12) *To engage in integrated logistics, multimodal transportation, and terminal operations, including material management, warehousing, storage, protection of goods, and distribution services. The Company may establish, develop, lease, or operate railway terminals and cargo facilities, including under the Gati Shakti Multimodal Cargo Terminal framework and provide transportation solutions by land, air, water, or space through vehicles such as trucks, railcars, aircraft, ships, and other carriers. These operations may be undertaken nationally and internationally, using any lawful energy source or propulsion technology.*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any directors or company secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid

resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Hyderabad."

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

Sd/-

Satish Kumar Bandi
Managing Director
DIN : 00163676

Place: Hyderabad
Date: 03.09.2025

Notes:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations.
2. 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 MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM 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/AGM through VC/OAVM will be made available to at least 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 and the Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Voting during the AGM: Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the AGM through the e-voting system provided by CDSL in the Video Conferencing platform during the AGM. Kindly refer below for instruction for e-voting during the AGM.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), relating to the Special Business under Item Nos. 3, 4, 5 and 6 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") and Secretarial Standards-2, of the persons seeking appointment/re-appointment as Directors, are also annexed.
9. Brief profile of Mr. Mohit Sai Kumar Bandi and Mr. Suresh Kumar Bandi, Directors proposed to be appointed / reappointed along with the names of the Companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and other details as required under Secretarial Standard on General Meetings and Regulation 36(3) of the SEBI Listing Regulations are also annexed to this notice.
10. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as per amended regulation 36(3), sending physical copies to those members, whose email is not registered.
11. 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 AGM. 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 AGM, i.e., September 29, 2025. Members seeking to inspect such documents can send an email to cs@seil.co.in.
12. 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 and Corporate Investments Private Limited, Hyderabad, for assistance in this regard.
13. 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 and 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.
14. In accordance with SEBI (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019. Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: -
 - Issue of duplicate share certificate
 - Claim from unclaimed suspense account
 - Renewal/Exchange of securities certificate
 - Endorsement
 - Sub-division / splitting of securities certificate
 - Consolidation of securities certificates/folios
 - Transmission
 - Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of Venture Capital and Corporate Investments Private Limited, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

15. We draw your attention to the SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024 ('SEBI Circular'), whereby SEBI has mandated furnishing the following information by holders of securities in physical form:
- Valid PAN i.e. PAN linked with Adhaar
 - choice of nomination - registration by submitting Form SH-13 or Declaration to opt out nomination by submitting Form ISR-3
 - KYC Details that includes:
 - contact details - i.e. present postal address with PIN code and mobile number in all cases and e-mail address for availing online services;
 - bank account details - i.e. bank and branch name, bank account number, IFSC code
 - specimen signature - by submitting duly attested Form ISR- 2:

The SEBI Circular further mandates that any service request or grievance shall be entertained or any payment, including payment of dividends, shall be made

electronically to the security holders holding securities in physical form, only upon furnishing of the Valid PAN and the KYC Details, as mentioned above, against their respective folios.

Kindly note that, pursuant to the SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, the condition of furnishing or updating of 'Choice of Nomination' against your folio has been relaxed and any service request or grievance shall be entertained or payment of dividend etc. shall be made if all other mandatory information, except the Choice of Nomination, has been furnished. However, the shareholders are encouraged, in their own interest, to provide or update the 'Choice of Nomination' against the folio for ensuring smooth transmission of securities. You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR-3 along with the related proofs mentioned in the respective forms as the earliest.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s Venture Capital and Corporate Investments Private Limited. A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted.

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No.: ISR-1
2	Address with PIN Code	
3	Email address	
4	Mobile Number	
5	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6	Demat Account Number	Form No.: ISR-2
7	Specimen Signature	
8	Nomination details	Form No.: SH-13
9	Declaration to opt out nomination	Form No.: ISR-3
10	Cancellation or Variation of Nomination	Form No.: SH-14
11	Request for issue of Securities in dematerialized form in case of below:	Form No.: ISR-4
	i. Issue of duplicate securities certificate	
	ii. Claim from Unclaimed Suspense Account	
	iii. Renewal / Exchange of securities certificate	
	iv. Endorsement	
	v. Sub-division / Splitting of securities certificate	
	vi. Consolidation of securities certificates/folios	
	vii. Transmission	
	viii. Transposition	

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along

with the Form ISR-1 for updating of the KYC Details or Nomination. All the aforesaid forms can be downloaded from the website of the Company and from the website of the RTA at <https://www.vccipl.com/>

16. 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 and Corporate Investments Private Limited in case the shares are held by them in physical form.

17. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 23rd day of September, 2025 to Monday, the 29th day of September, 2025 (both days inclusive).
18. 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 with M/s. Central Depository Services (India) Limited (CDSL). Only those Members, whose names appear in Register of Members / List of beneficial owners as on Monday, September 22, 2025 ("Cut-off Date") shall be entitled to vote (through remote e-voting and during AGM) 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.
19. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at cs@bssandassociates.com with a CC marked to helpdesk.evoting@cdslindia.com and company's email id at cs@seil.co.in.
20. The Board of Directors has appointed M/s B S S & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.
21. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour and 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 or Company Secretary, 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 two working days from the conclusion of the AGM 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 AGM i.e., September 29th, 2025.

22. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility
23. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants and Members holding shares in physical form are requested to intimate any change of address and/ or bank mandate to **M/s. Venture Capital and Corporate Investments Private Limited/** Investor Service Department of the Company immediately.
24. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings into one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
25. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
26. 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 AGM will be convened 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.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The remote e-voting period begins on Friday the 26th September, 2025 at 9:00 am and ends on Sunday the 28th September, 2025 at 5:00 pm. 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 22nd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers

(ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System My Easi New (Token). After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911 and 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (ix) Click on the EVSN for the relevant <Steel Exchange India Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non - Individual Shareholders and Custodians -For Remote e-Voting only.
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@seil.co.in or csravindra.seil@gmail.com (designated email addresses of company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@seil.co.in (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. **For Physical shareholders** - please provide necessary details like 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 Company/RTA email id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining

virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800-21-09911 and 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT')

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3, 4, 5 and 6 of the accompanying Notice dated 3rd September, 2025.

Item No. 3 : Ratification of remuneration of the Cost Auditors for the Financial Year ending 31st March, 2026

As per Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company have to maintain cost records and have to audit its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice. Based on the documents available and the discussions held at the meeting of the Audit Committee; it considered and recommended the appointment and remuneration of the Cost Auditor to the Board of Directors ('Board'). The Board has, on the recommendation of the Audit Committee, approved the appointment and remuneration to M/s. Dendukuri & Co., Cost Accountants (proprietor Mr. D Zitendra Rao, Cost and Management Accountant) as the Cost Auditor of the Company for the FY 2025-26.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. The Board of Directors has fixed the remuneration payable to the Cost Auditors for FY 2025-26 at Rs.8.00 lakh plus applicable taxes. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at the Notice.

Item No. 4 : To appoint M/s. B S S & Associates, Firm of Company Secretaries in Practice as Secretarial Auditors for a term of upto 5 (Five) consecutive years and fix their remuneration:

Pursuant to Section 204 of the Companies Act, 2013 ('the Act'), the Company is required to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that the appointment of the Secretarial Auditor shall be made by the Board at a meeting of the Board.

SEBI, vide its notification dated 12th December, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The amended regulation, read with SEBI Circular No. SEBI/HO/

CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 ("the Circular"), has, inter alia, prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of the Secretarial Auditor of a listed company.

As per the amended Regulation 24A of the Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex the Secretarial Audit Report, in such form as specified by SEBI, to the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, with effect from 01st April, 2025, every listed company, on the recommendation of the Board of Directors, shall appoint or re-appoint:

- an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years

with the approval of its shareholders in the Annual General Meeting.

In accordance with the above, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 19th May, 2025 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of M/s B S S & Associates, Firm of Company Secretaries in Practice (Firm Registration Number: P2012AP026600), as Secretarial Auditors of the Company at the ensuing 26th Annual General Meeting for a term of 5 consecutive Years, to conduct Secretarial Audit for five consecutive financial years and issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term (iii) such other certificates or reports or opinions which can be issued by the Secretarial Auditors under Applicable Laws.

M/s B S S & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India (ICSI). They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

Brief profile of M/s B S S & Associates, Company Secretaries in practice is as under:

M/s B S S & Associates, Company Secretaries, was founded by a Practicing Company Secretary, CS S. Srikanth, who is also a Registered Valuer and Insolvency Professional, having vast experience in dealing with Corporates with respect to corporate law, SEBI, FEMA / RBI, Insolvency & Bankruptcy and Valuation. He along with his team of professionals through their unrelenting quest for excellence have established their remarkable position in the related professional field.



During the last 17 years of its existence, it has grown into a multifaceted big sized Company Secretary firm offering a broad spectrum of services to its diverse clientele.

The firm has had a long and trustworthy history. Since the firm's formation in 2008, the firm has pride itself on values such as professionalism, dedication, responsibility, honesty

Serving to the wider business community from the last 17 years, firm enjoyed unparalleled reputation and respect of clients, who trust and rely on, for their expertise and professionalism.

Other disclosures

No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor.

M/s B S S & Associates did not have any association with the Company, its holding or subsidiary companies or any of the Promoter or Promoter Group entities during the last three financial years. The Board, after taking into account the qualification and experience of M/s B S S & Associates and the certificate submitted by them, was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations and the Circular, the qualification and experience of M/s B S S & Associates is commensurate with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company.

It is further proposed that the remuneration to be paid to the Secretarial Auditor for issuing the Secretarial Audit Report and other report, certificates or opinions as the Board may approve to obtain from the Secretarial Auditors, may be determined, from time to time, by the Board or any committee of the Board or any officer of the Company authorised by the Board in this regard. In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out-of-pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate or report or opinion if any.

The consent cum certificate and Peer Review Certificate received from M/s B S S & Associates, and the letter of engagement inter-alia containing the terms of engagement including remuneration shall be available for inspection by the members in electronic form up to the date of Annual General Meeting. The members seeking to inspect these documents may send an email request to contact cs@seil.co.in.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this item.

The Board recommends the Ordinary Resolution as set out in **Item No. 4** of this Notice for approval of the Members.

Item No. 5 : Re-appointment of Mr. Bandi Suresh Kumar (DIN: 00206473) as Whole Time Director, designated as Joint Managing Director of the Company.

Mr. Bandi Suresh Kumar (DIN: 00206473) was appointed as the Whole Time Director designated as Joint Managing Director of the Company for a period of Three (3) years with effect from 27th October, 2022, post approval of the Members. The present

term of Mr. Bandi Suresh Kumar (DIN: 00206473) comes to an end on 26th October, 2025.

Mr. Bandi Suresh Kumar (DIN: 00206473) is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole Time Director, designated as Joint Managing Director of the Company. Mr. Bandi Suresh Kumar (DIN: 00206473) satisfies all the conditions as set out in Section 196(3) of the Act and Part-1 of Schedule V to the Act, for being eligible for his appointment.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, Mr. Bandi Suresh Kumar (DIN: 00206473) was appointed as the Whole Time Director, designated as Joint Managing Director of the Company for a further period of three years w.e.f. 27th October, 2025, at the board meeting held on August 04, 2025, post completion of his present term on 26th October, 2025, pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association and such other consents and permissions as may be necessary, subject to the approval of Members and any other approval as may be required from time to time.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the appointment of Mr. Bandi Suresh Kumar (DIN: 00206473) shall be approved by shareholders by way of a Special Resolution, at the next general meeting or within a time period of three months, from the date of the said appointment, whichever is earlier.

Brief profile of Mr. Bandi Suresh Kumar (DIN: 00206473) giving details as to nature of his expertise in specific functional area, shareholding in the Company, other Directorship, membership /Chairmanship of Committees and other particulars are enclosed with this Notice of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested (financially or otherwise), in the resolution as set out in the Notice, except Mr. Satish Kumar Bandi (DIN 00163676), Managing Director of the Company, being brother of Mr. B. Suresh Kumar.

The Board recommends the Special Resolution as set out in Item no. 5 of this Notice for the approval of members.

Disclosure in terms of SEBI Circular, No CIR/CFD/CMD/4/2015 dated September 9, 2015 and Regulation 36(3) of Listing Regulations, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India are mentioned in Annexure-1. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No.6 : Alteration of Object Clause of the Memorandum of Association ("MOA") of the Company.

The Board of Directors of the Company, at its meeting held on 3rd September, 2025, has considered and approved, subject to the approval of shareholders, the proposal to alter the Object

Clause of the Memorandum of Association ("MOA") of the Company in accordance with the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force).

The existing main objects of the Company, as set out in Clause III(A) of the MOA, are proposed to be augmented by inserting the following new sub-clauses after the existing sub-clause (10), namely sub-clauses (11) and (12), to enable the Company to diversify and expand its business activities:

(11) To carry on the business of real estate development, infrastructure construction, and allied services, including but not limited to contracting, building, engineering, town planning, land and estate development, and property dealing in India or abroad. This includes acquisition, purchase, lease, pooling or otherwise securing land or immovable property-whether owned by the Company, the public, or government-for the construction, development, renovation, maintenance, management, or demolition of residential, commercial, industrial, and public infrastructure such as houses, flats, bungalows, hotels, markets, MSME logistic parks, industrial parks, theatres, roads, highways, runways, railways, tramways, dams, powerhouses, transmission lines, sewage and drainage systems, and other civil or utility works, including turnkey projects.

(12) To engage in integrated logistics, multimodal transportation, and terminal operations, including material management, warehousing, storage, protection of goods, and distribution services. The Company may establish, develop, lease, or

operate railway terminals and cargo facilities, including under the Gati Shakti Multimodal Cargo Terminal framework, and provide transportation solutions by land, air, water, or space through vehicles such as trucks, railcars, aircraft, ships, and other carriers. These operations may be undertaken nationally and internationally, using any lawful energy source or propulsion technology.

The proposed amendments are aligned with the Company's strategic plans to explore and undertake new business opportunities in the areas of infrastructure development and logistics. These amendments will not only broaden the scope of operations but also enable the Company to participate in emerging business verticals and government-led infrastructure initiatives such as the Gati Shakti framework.

Pursuant to Section 13 of the Companies Act, 2013, the alteration of the Object Clause of the MOA requires the approval of the shareholders by way of a **Special Resolution**.

A copy of the existing MOA and the proposed amendments is available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the general meeting and will also be available during the meeting.

The Board recommends the Special Resolution as set out in **Item no. 6** of this Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Add itional information as required under in terms of SEBI Circular, No CIR/CFD/CMD/4/2015 dated September 9, 2015 and Regulation 36(3) of Listing Regulations, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India the details are as under :

Name of the Director	Mohit Sai Kumar Bandi	Suresh Kumar Bandi
Category	Whole Time Director (Executive Director)	Whole Time Director designated as Joint Managing Director
DIN	07410118	00206473
Date of Birth	25/07/1990	19/04/1964
Age	35 Years	61 Years
Nationality	Indian	Indian
Date of first appointment on the Board	18.11.2023	24.02.1999
Qualifications	MBA	B.E. (Mechanical)
Occupation	Businessman	Businessman
Brief resume of the director	Mr. Mohit Sai Kumar majorly deals with Raw Material Procurement and Sales & Marketing. He is the mastermind behind the firm's new & innovative marketing strategies. He holds a B. Tech in Metallurgical Engineering and a joint MBA in International Business from GITAM School of International Business & The University of Paris.	Mr. Bandi Suresh Kumar is responsible for Sales & Marketing, Raw Material Procurement, Financing and Administration. He has previously worked at the Sirpur Paper Mills Limited before venturing into steel trading. He has more than 28 years of experience in steel industry. He holds a B.E. in Mechanical Engineering from Amravati University, Maharashtra.
Nature of expertise in specific functional areas	He is Working in the Group for the last 9 years and is handling all material procurement activities	More than 28 years of experience in Steel Industry
Terms and conditions of re-appointment	Appointment is subject to retirement by the rotation and being eligible, offers himself for re-appointment	As detailed in the resolution and explanatory statement
Remuneration sought to be paid	60 lacs per annum	As detailed in the resolution and explanatory statement
Remuneration last drawn by such person	44.40 lacs per annum	84 lacs per annum
Relationship with Directors	None	Brother of Mr. Satish Kumar Bandi, Managing Director of the Company.
Directorships in other companies	SEIL Infra Logistics Limited	1. Simhadri Pellets India Limited 2. Simhadri Wires Private Limited 3. Vizag Profiles Private Limited 4. Vizag Profiles Logistics Private Limited 5. SEIL Infra Logistics Limited
Chairman/Member of the committee of other Boards	Nil	Chairman of CSR Committee of Vizag Profiles Private Limited
Shareholding including shareholding as a beneficial owner	Nil	4,11,40,520
Number of Meetings of the Board attended during the year	6	6

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Steel Exchange India Limited: • Management Committee (Member)	Steel Exchange India Limited: • Stakeholder Relationship Committee (Member) • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Chairman) • Management Committee (Chairman)
Names of listed entities from which the person has resigned in the past three years	Nil	Nil
In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and Circular of National Stock exchange of India Limited having Ref No. NSE/CML/2018/24 dated June 20, 2018.	Mr. Mohit Sai Kumar Bandi is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.	Mr. Suresh Kumar Bandi is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

Information pursuant to Schedule V of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors fixation of remuneration in the ensuing General Meeting is as follows.

I. General Information																											
1	Nature of industry	The Company is a leading manufacturer of Steel with the brand name of "Simhadri TMT" and involved in generation of Power Production																									
2	Date of commencement of commercial production	24.02.1999																									
3	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the Prospectus	Not Applicable																									
4	Financial performance based on given indicators	<div>(₹in Lakhs)</div> <table><tr><th>Description</th><th>2023-24</th><th>2022-23</th><th>2021-22</th></tr><tr><td>Total Revenue</td><td>109325.74</td><td>139336.31</td><td>111974.56</td></tr><tr><td>Total Expenditure</td><td>109198.60</td><td>142168.66</td><td>110526.22</td></tr><tr><td>Profit/(loss) Before Tax</td><td>127.14</td><td>(2832.35)</td><td>1448.34</td></tr><tr><td>Net current tax Expense</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Net Profit /(loss)</td><td>1088.59</td><td>(5,885.11)</td><td>11648.04</td></tr></table>		Description	2023-24	2022-23	2021-22	Total Revenue	109325.74	139336.31	111974.56	Total Expenditure	109198.60	142168.66	110526.22	Profit/(loss) Before Tax	127.14	(2832.35)	1448.34	Net current tax Expense	-	-	-	Net Profit /(loss)	1088.59	(5,885.11)	11648.04
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5	Foreign investments or collaborations, if any	Nil																									

II. Information on about the appointee

Mr. Suresh Kumar Bandi

1	Background details	Mr. Bandi Suresh Kumar is responsible for Sales & Marketing, Raw Material Procurement, Financing and Administration. He has previously worked at the Sirpur Paper Mills Limited before venturing into steel trading. He has more than 28 years of experience in steel industry. He holds a B.E. in Mechanical Engineering from Amravati University, Maharashtra.
2	Past Remuneration	Rs.84 Lakhs per year
3	Recognition or awards	N. A
4	Job profile and his suitability	Taking into consideration the size of the Company, the profile of Mr. Suresh Kumar Bandi and the responsibilities shouldered on him and the industry bench marks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.
5	Remuneration proposed	The remuneration details are provided in the resolution and explanatory statement.
6	Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person	The remuneration details are provided in the resolution and explanatory statement.
7	Pecuniary relationship directly or indirectly with company or relationship with the managerial personnel or other director, if any	Mr. Suresh Kumar Bandi does not have any pecuniary relationship, directly or indirectly, with the Company. Mr. B. Satish Kumar, Managing Director is the brother of Mr. Bandi Suresh Kumar

III. Other Information

1	Reasons of loss or inadequate profits	In the audited financial year 2024-25, the Company has earned a profit, which indicates a healthy financial position. However, as per Section 197 of the Companies Act, 2013, the managerial remuneration is restricted to 11% of net profit calculated under Section 198. The proposed remuneration exceeds this limit, and hence, though the Company is profitable, it falls under the category of inadequate profit for the purpose of managerial remuneration as per the Act.
2	Steps taken of proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including lowering its operating cost, Improved productivity and cost control measures have been put in place.
3	Expected increase in productivity and profit in measurable terms	The Company expects that the improvement in steel demand will enable increase in production levels and profitability. The management continues to be optimistic towards the external economic environment and Expects steel demand to become more consistent and Robust in the current financial year. Further, the company has successfully initiated various steps that would contribute in increased revenues and higher margins.

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: Venture Capital and Corporate Investments Private Limited, 5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave, Gachibowli, Hyderabad, Telangana 500032 Telephone: +91 - 40 - 23818475 / 76 Fax: +91 - 40 - 23868024, Email: info@vccipl.com and investor.relations@vccipl.com

Company: The Company Secretary, Steel Exchange India Limited, D.NO:1-65/K/60, Plot No:60 Abhis Hiranya, 1st Floor, Kavuri Hills, Hyderabad Telangana - 500081, Telephone: +91 - 40 - 23403725 or 040-40033501 Email: cs@seil.co.in, or csravindra.seil@gmail.com or seilsecretarial2023@gmail.com.