



## NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Members of M/s. Steel Exchange India Limited will be held on **Monday, the 30th day of September 2019 at 11.30 A.M. at The Plaza, # 6-3-870, Tourism Plaza, Greenlands, Begumpet, Hyderabad, Telangana-500 016**, to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** the audited Balance Sheet as at 31st March, 2019, Statement of Profit and Loss, Cash Flow Statement together with related notes for the year ended 31st March, 2019, the Auditor's Report thereon and the Directors Report thereon be and are hereby received, considered, approved and adopted."
2. To appoint a director in the place of Mr. Bavineni Suresh (DIN: 00181832), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Mr. Bavineni Suresh (DIN: 00181832) be and is hereby re-appointed as a director liable to retire by rotation.
3. To appoint a director in the place of Mr. Veeramachaneni Venkata Krishna Rao (DIN: 00206884), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution.  
**"RESOLVED THAT** Mr. Veeramachaneni Venkata Krishna Rao (DIN: 00206884) be and is hereby re-appointed as a director liable to retire by rotation.
4. To appoint Statutory Auditors of the Company and fix their remuneration and in this regards pass the Following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Bhavani & Co., Chartered Accountants (Firm Registration No. 012139S) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this 20th Annual General Meeting until the conclusion of 25th Annual General Meeting to be held in the year 2024, at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### **Special Business:**

5. To re-appoint Shri B Satish Kumar (DIN: 00163676) as Chairman and Managing Director of the company and in this regard, pass the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri B Satish Kumar (DIN: 00163676) as Chairman and Managing Director of the company, for a further period of 3 (Three) years from the expiry of his present term of office, that is, with effect from 01st March, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
6. To re-appoint Shri B Suresh Kumar (DIN: 00206473) as Joint Managing Director of the company and in this regard, pass the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in



force), approval of the members be and is hereby accorded to re-appoint Shri B Suresh Kumar (DIN: 00206473) as Joint Managing Director of the company, for a further period of 3 (Three) years from the expiry of his present term of office, that is, with effect from 27th October, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To revise the remuneration of Mr. B Ramesh Kumar (DIN: 00206293), Joint Managing Director cum CFO of the Company and in this regards pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Part I and Section II of Part II of Schedule V (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded to payment of such remuneration to Shri B Ramesh Kumar (DIN: 00206293) Joint Managing Director cum CFO of the Company with effect from 1st April, 2018 till his remaining tenure ending on 08th February, 2021, as set out in the statement annexed to the Notice.

**RESOLVED FURTHER THAT** the remuneration paid / payable to Shri B Ramesh Kumar, Joint Managing Director cum CFO of the company with retrospective effect from April 1, 2018, was approved by the Nomination and Remuneration Committee, Audit Committee on their meetings held on 29th May, 2019."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To ratify the Remuneration of the Cost Auditors of the Company and in this regards, pass the following Resolution as **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), the remuneration of Rs.3.5 Lakhs to be paid to the Cost Auditors viz. CMA D Zitendra Rao Practicing Cost Accountants for the financial year 2019-2020 as approved by the Board of Directors, be and is hereby ratified.

9. To re-appoint Shri C Siva Prasad (DIN: 01904785) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and subject to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Shri C Siva Prasad (DIN:01904785), as Independent Director of the company for a period of five years effective from 31st December, 2019 till 30th December, 2024, who shall not be liable to retirement by rotation and who have submitted the declaration that he meets the criteria of independence as provided for in Section 149 of the Companies Act, 2013.

**"FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

10. To re-appoint Shri R Ramachandra Rao (DIN: 00226945) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and subject to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,



2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Shri R Ramachandra Rao (DIN:00226945), as Independent Director of the company for a period of five years effective from 31st December, 2019 till 30th December, 2024, who shall not be liable to retirement by rotation and who have submitted the declaration that he meets the criteria of independence as provided for in section 149 of the Companies Act, 2013.

**"FURTHER RESOLVED** that the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

11. To re-appoint Shri K Krishna Rao (DIN:00382726) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and subject to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Shri K Krishna Rao (DIN:00382726), as Independent Director of the company for a period of five years effective from 31st December, 2019 till 30th December, 2024, who shall not be liable to retirement by rotation and who have submitted the declaration that he meets the criteria of independence as provided for in section 149 of the Companies Act, 2013.

**"FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

12. To re-appoint Shri G Venkata Narayana Reddy (DIN:05358117) as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and subject to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for reappointment of Shri G Venkata Narayana Reddy (DIN:05358117), as Independent Director of the company for a period of five years effective from 31st December, 2019 till 30th December, 2024, who shall not be liable to retirement by rotation and who have submitted the declaration that he meets the criteria of independence as provided for in section 149 of the Companies Act, 2013.

**"FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

13. To Approve Related Party Transactions of the Company, in this regard, pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with SAWP Steel Limited and Vizag Profiles Private Limited, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Sale, Purchase of Goods or Services and lease rent, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.500 Crore for the financial year 2019-20."



**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

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

Place: Visakhapatnam  
Date: 14.08.2019

**Raveendra Babu M**  
Company Secretary  
M.No: A34409

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), relating to the Special Business under Item Nos. 5 to 13 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 re-appointment as Managing Director/Joint Managing Director/Directors under Item Nos. 2,3,5,6,7, 9,10,11 and 12 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the company.
3. The Proxy form duly completed must be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 24th day of September, 2019 to Monday, the 30th day of September, 2019 (both days inclusive).
7. 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 & Corporate Investments Private Limited / Investor Service Department of the Company immediately. Members holding shares in physical form are also requested to convert their shares in electronic form (Demat) as per SEBI (LODR) Regulations, 2018 no. SEBI/LAD-NRO/GN/2018/24 dated 08.06.2018 and BSE circular no. LIST/COMP/15/2018-19 dated 05.07.2018 request for effecting transfer of shares in physical form has stopped with effect from 01.04.2019 unless the shares are held in dematerialized form with a depository
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are Interested under section 189 of Companies Act, 2013 will be available for inspection at the register office of the company.
9. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.



10. Pursuant to prohibition imposed vide Secretarial Standards on General Meetings (SS-2) issued by ICSI and the MCA Circular, no gifts shall be distributed at the meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated submission of the permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Venture Capital & Corporate Investments Private Limited / Investor Service Department of the Company.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' to M/s. Venture Capital & Corporate Investments Pvt. Ltd., or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email addresses are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
15. All Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days between 3.00 p.m. and 6.00 p.m. up to the date of the Annual General Meeting. The Register of Directors share holding shall be open for inspection during the period beginning 14 days before the Annual General Meeting and ending 3 days after its conclusion.
16. Voting through electronic means:  
In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide its members facility to exercise their right to vote on Resolutions proposed to be considered at the 20th Annual General Meeting by electronic means known as remote e-voting. The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Annual General Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 27th September, 2019 at 9.00 a.m. and ends on Sunday, 29th September, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant STEEL EXCHANGE INDIA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.



(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

(xxi) The facility for voting, either through electronic voting system or polling paper shall also be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting

(xxii) The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- I. The Company has appointed M/s B S S & Associates, Company Secretaries, as the scrutinizer to scrutinize the e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.
- II. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declare the result of the voting forthwith.
- III. The Results shall be declared on or after the Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within 48 hours of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchange(s).

All documents referred in the accompanying notice and the statement pursuant to section 102 (1) of the Companies Act, 2013, will be available for inspection at the registered office of the Company during business hours on all working days upto the date of 20th Annual General Meeting of the Company.

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

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on February 7, 2019 approved the re-appointment of Mr. Bandi Satish Kumar (DIN:00163676) as Chairman & Managing Director of the Company for a further period of three years with effect from 01st March, 2019 in accordance with the provisions contained in Section 196 and 197 read with Section 203 and Schedule V of the Companies Act, 2013 and on terms and conditions including remuneration and perquisites etc., as mentioned below.

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

2. Commission : Nil

3. Perquisites/ Allowances :

i) Medical Reimbursement:

Reimbursement of expenses incurred in India and/or abroad for Medical treatment of self and his family, subject to a ceiling one month's salary in a year or three month's salary over a period of three years.

ii) Leave Travel Concession:

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

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

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

iii) Motor Car and Telephone:

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

iv) Other Perquisites:

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

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

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

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

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration. The disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is provided at Annexure to this Notice.

**Item No.6**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on August 14, 2019 approved the re-appointment of Mr. Bandi Suresh Kumar (DIN:00206473) as Joint Managing Director of the Company for a further period of three years with effect from October 27th, 2019 in accordance with the provisions contained in Section 196 and 197 read with Schedule V of the Companies Act, 2013 and on terms and





conditions including remuneration and perquisites etc., as mentioned below.

1. Salary : Rs. 5,00,000/- Per Month

2. Commission : Nil

3. Perquisites/ Allowances :

i) Medical Reimbursement:

Reimbursement of expenses incurred in India and/or abroad for Medical treatment of self and his family, subject to a ceiling one month's salary in a year or three month's salary over a period of three years.

ii) Leave Travel Concession:

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

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

iii) Motor Car and Telephone:

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

iv) Other Perquisites:

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

The Board of Directors recommends the resolution in relation to the re-appointment of Joint Managing Director for the approval of the members of the Company.

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

Except Mr. B. Suresh Kumar himself, Mr. B. Satish Kumar and Mr. B. Ramesh Kumar and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 6.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration. The disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is provided at Annexure to this Notice.

#### **Item No. 7**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 07th February, 2019 approved the revision in remuneration of Mr. Bandi Ramesh Kumar (DIN: 00206293) Joint Managing Director cum CFO of the Company with retrospective effect from 01.04.2018, for the remaining period of his tenure up to 08th February, 2021 in accordance with the provisions contained in Section 196 and 197 Schedule V of the Companies Act, 2013 and on terms and conditions including remuneration and perquisites etc., as mentioned below.

Salary: In the scale of ₹ 1, 50,000 /- to ₹ 5,00,000/- per month with retrospective effect from 01st April, 2018.

1. Salary : Rs. 5, 00,000/- Per Month

2. Commission : Nil

3. Perquisites/ Allowances :

i) Medical Reimbursement:

Reimbursement of expenses incurred in India and/or abroad for Medical treatment of self and his family, subject to a ceiling one month's salary in a year or three month's salary over a period of three years.



- ii) Leave Travel Concession:  
Reimbursement of actual travelling expenses for self and his family, once in a year for proceeding on leave in accordance with the rules of the Company.  
Explanation: For (i) and (ii) Family means the spouse, dependent children and the dependent parents.
- iii) Motor Car and Telephone: Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Private use of car and personal long distance calls on telephone shall be billed by the Company.
- iv) Other Perquisites: Subject to the overall ceiling on remuneration the Joint Managing Director, he may be given any other allowances, benefits and perquisites as the Board of Directors from time to time, decide, whose value together with the perquisites mentioned above, shall not exceed 10% of the salary per month."

The Board of Directors recommends the resolution in relation to the revision of remuneration payable to the Joint Managing Director for the approval of the members of the Company.

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

Except Mr. B. Ramesh Kumar himself, Mr. B. Satish Kumar and Mr. B. Suresh Kumar and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 7.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration. The disclosure pursuant to Secretarial Standards-2 is provided at Annexure to this Notice.

#### **Item No. 8**

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

On the recommendation of the Audit Committee, the Board has, considered and approved the appointment of CMA D Zitendra Rao, Practicing Cost Accountant as Cost Auditor of the Company for the financial year 2019-20 at remuneration of Rs.3.5 Lakhs plus applicable taxes and reimbursement of out of pocket expenses by the Board of Directors of the Company to conduct the audit of the cost accounting records of the company.

Certificate dated 22.05.2019 issued by the CMA D Zitendra Rao, Practicing Cost Accountant regarding his eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company on all working days between 10.00 A.M to 12.00 Noon up to the date of the AGM and shall also available at the meeting.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company. Accordingly, the Resolution for ratification of the fee of the Cost Auditors as set out at Item no. 8 of the Notice is submitted for approval of the Shareholders

The Board recommends this resolution for approval of the Members. None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 9 to 12**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 15th Annual General Meeting held on 31st December, 2014, Shri C Siva Prasad, Shri R Ramachandra Rao, Shri K Krishna Rao and Shri G Venkata Narayana Reddy were appointed as Independent Directors of the Company for a period of 5 (five) consecutive years for a term upto 31st December, 2019. Since, Shri C Siva Prasad, Shri R Ramachandra Rao, Shri K Krishna Rao and Shri G Venkata Narayana Reddy will complete their initial term as Independent Directors of the Company on 31st December, 2019; they are eligible for re-appointment for one more term.



As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on their skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by them during their tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri C Siva Prasad, Shri R Ramachandra Rao, Shri K Krishna Rao and Shri G Venkata Narayana Reddy as Independent Non-Executive Directors of the Company, for the second term of 5 (Five) years w.e.f. 31st December, 2019 upto 30th December, 2024. Further the said re-appointed independent directors shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri C Siva Prasad, Shri R Ramachandra Rao, Shri K Krishna Rao and Shri G Venkata Narayana Reddy, being eligible for re-appointment as Independent Directors for the second term providing their consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri C Siva Prasad, Shri R Ramachandra Rao, Shri K Krishna Rao and Shri G Venkata Narayana Reddy confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 9, 10, 11 and 12, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standards on General Meetings, issued by the Institute of Company Secretaries of India (SS-2).

The Board recommends the Resolutions for your approval as Special Resolutions.

Except Shri C Siva Prasad, Shri R Ramachandra Rao, Shri K Krishna Rao, and Shri G Venkata Narayana Reddy, being appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 to 12.

### Item No. 13

Your Company requires sufficient raw materials for smooth operations of the company and to ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with M/s. Vizag Profiles Pvt. Ltd. and M/s. SAWP Steel Ltd., which are associated entities of the company.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into with the both entities comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Disclosures as required under rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014:

Name of the related party	Vizag Profiles Pvt. Ltd.	SAWP Steel Ltd.
Name of the Director or KMP who is related, if any	Shri B Suresh Kumar Shri B Suresh Shri V V Krishna Rao	Mr. Mohit Sai Kumar Bandi, S/o. Mr. Bandi Ramesh Kumar, and other relatives of directors holding more than 20percent of total shareholding in M/s. SAWP Steel Limited
Nature of relationship	Group Company/Common Directors	Holding more than 20 percent of Shareholding by Director and immediate relative of Director.
Nature, material terms, monetary value and particulars of the contract or arrangements	Sale, purchase or supply of goods or materials Availing or rendering of services and Leasing of property	Sale, purchase or supply of goods or materials Availing or rendering of services and Leasing of property
Any other information relevant or important for the members to take a decision on the proposed resolution.	Raw material available with related party in-house and of desired quality at market price.	Raw material available with related party in - house and of desired quality at market price.



Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) to be entered into by your Company with Vizag Profiles Pvt. Ltd. and SAWP Steel Ltd. in the financial year 2019-20.

**Annexure to the Notice**

Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 in respect of Directors Appointment/re-appointment/fixation of remuneration in the ensuing Annual General Meeting

**Statement as required under Schedule V of the Companies Act, 2013**

<b>I. General Information</b>																																			
1	Nature of industry	The Company is a leading manufacturer of Steel with "Simhadri TMT" Bars and Power Production.																																	
2	Date or expected 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	(Rupees in Lakhs)																																	
		<table border="1"> <thead> <tr> <th>Description</th> <th>2018-2019</th> <th>2017-2018</th> </tr> </thead> <tbody> <tr> <td>Income from operations</td> <td>102394.13</td> <td>93114.82</td> </tr> <tr> <td>Other Income</td> <td>533.51</td> <td>836.54</td> </tr> <tr> <td>Total Expenditure</td> <td>104645.00</td> <td>110661.91</td> </tr> <tr> <td>Interest</td> <td>996.55</td> <td>13552.06</td> </tr> <tr> <td>Depreciation</td> <td>2962.12</td> <td>2899.87</td> </tr> <tr> <td>Profit/(loss) before Tax</td> <td>(1717.35)</td> <td>(16710.54)</td> </tr> <tr> <td>Provision for Tax</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>a) Current Tax</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>b) Deferred Tax</td> <td>1950.51</td> <td>4456.23</td> </tr> <tr> <td><b>Net Profit/(loss)</b></td> <td><b>(3679.23)</b></td> <td><b>(17012.40)</b></td> </tr> </tbody> </table>	Description	2018-2019	2017-2018	Income from operations	102394.13	93114.82	Other Income	533.51	836.54	Total Expenditure	104645.00	110661.91	Interest	996.55	13552.06	Depreciation	2962.12	2899.87	Profit/(loss) before Tax	(1717.35)	(16710.54)	Provision for Tax	Nil	Nil	a) Current Tax	Nil	Nil	b) Deferred Tax	1950.51	4456.23	<b>Net Profit/(loss)</b>	<b>(3679.23)</b>	<b>(17012.40)</b>
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5	Export Performance and net foreign exchange	Nil																																	
6	Foreign investments or collaborators, if any	Nil																																	

**II. Information on about the appointee**

		<b>B. Satish Kumar</b>	<b>B. Ramesh Kumar</b>	<b>B. Suresh Kumar</b>
1	Background details	He is a mechanical engineering graduate from NIT, Kurukshetra and has done his MBA from University of Queensland, Australia. He has over 25 years of industry experience and has held key positions in white goods & engineering goods manufacturing sector, oil rig and transport business, handling field level projects in logistics, value chain management and functional applications of ERP solutions in the engineering industry and oil industry segments.	He is an electrical engineering graduate from NITK-Surathkal. He started his career in Bhadrachalam Paper boards (ITC Group Company) as a Management Trainee. Thereafter he worked with Vizag Steel Plant (RINL) at Visakhapatnam from 1990 till 2000. During this period he worked in various capacities serving departments like maintenance, materials management, marketing and systems. He is associated with Steel Exchange India Limited since inception in different capacities and presently as Chief Financial Officer	He is a mechanical engineering graduate from, Amravati University. He worked in Sirpur Paper Mills Limited before venturing into steel trading. He has more than 20 years of experience in steel industry
2	Past Remuneration	66.00 Lakhs per year	18.00 Lakhs per year	60.00 Lakhs per year
3	Recognition or awards	N.A	N.A	N.A
4	Job profile and his suitability	As Managing Director of the Company he is responsible for the management 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 Managing Director of the Company	As Joint Managing Director cum CFO of the Company he is responsible for the Plant operations and Accounts and Finance 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 cum CFO of the Company	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



		<b>B. Satish Kumar</b>	<b>B. Ramesh Kumar</b>	<b>B. Suresh Kumar</b>
5	Remuneration proposed	The remuneration details are provided in the respective explanatory statement to the special business.	The revised remuneration details are provided in the respective explanatory statement to the special business.	The remuneration details are provided in the respective explanatory statement to the special business.
6	Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. B Satish Kumar, and the responsibilities shouldered on him and the industry benchmarks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.	Taking into consideration the size of the Company, the profile of Mr. B Ramesh Kumar and the responsibilities shouldered on him and the industry benchmarks, the proposed revised remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.	Taking into consideration the size of the Company, the profile of Mr. B Suresh Kumar and the responsibilities shouldered on him and the industry benchmarks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.
7	Pecuniary relationship directly or indirectly with company or relationship with the managerial personnel, if any	Brother of Mr. B Ramesh Kumar, Joint Managing Director cum CFO and Mr. B Suresh Kumar, Joint Managing Director of the Company	Brother of Mr. B Satish Kumar, Managing Director and Mr. B Suresh Kumar, Joint Managing Director of the company.	Brother of Mr. B Satish Kumar, Managing Director and Mr. B Ramesh Kumar, Joint Managing Director cum CFO of the Company

**III. Other Information**

1	Reasons of loss or inadequate profits	The Company has been under financial stress since the year 2016-17 due to various external factors beyond the control of the Company including continued recession in steel markets and non-off take of surplus power by state utilities
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 profits 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, various steps (including debt resolution scheme with lenders) taken would contribute in increased revenues and higher margins.

**Additional information as required under Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013**

<b>Name of the Director</b>	<b>Bavineni Suresh</b>	<b>V.V. Krishna Rao</b>	<b>B Satish Kumar</b>	<b>B Suresh Kumar</b>	<b>B Ramesh Kumar</b>
<b>Category</b>	Non-Executive and Non Independent	Non-Executive and Non Independent	Executive Director	Executive Director	Executive Director & CFO
<b>Din</b>	00181832	00206884	00163676	00206473	00206293
<b>Date of Birth</b>	30.08.1968	10.06.1948	05.12.1960	19.04.1964	05.06.1962
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
<b>Date of Appointment</b>	28.02.2000	12.01.2000	01.10.2007	24.02.1999	27.03.2015
<b>Qualification</b>	B. Tech. M.B.A	M.A.	B.E	B.E. (Mechanical)	B.E
<b>Occupation</b>	Business	Business	Business	Business	Business
<b>Expertise</b>	Rich Experience of more than 20 years in Finance and Steel Industries	More than 40 years of Experience in Marketing and Steel industry.	More than 28 years of Experience in Project management, Strategic Planning and Leadership.	More than 23 year experience in Steel Industry	Rich Experience of more than 28 years in Steel and software Industries
<b>Relationship with Directors</b>	None	None	Brother of Mr. B Ramesh kumar and Mr. B Suresh Kumar	Brother of Mr. B. Satish Kumar and Mr. B. Ramesh Kumar	Brother of Mr. B. Satish Kumar and Mr. B. Suresh Kumar
<b>Directorships in other companies as on March 31, 2019</b>	1.Vizag Profiles Pvt Ltd 2.Umashiv Garments Pvt. Ltd 3.Simhadri Wires Pvt. Ltd 4.Satyatej Vyapaar Pvt. Ltd	1.Vizag Profiles Pvt Ltd	1. Simhadri Pellets India Ltd 2. Umashiv Garments Pvt Ltd 3. Satyatej Vyapaar Pvt Ltd	1.Simhadri Pellets India Limited 2.Simhadri Wires Private Limited 3.Vizag Profiles Private Limited	1. Simhadri Pellets India Limited
<b>Chairman/Member of the committee of the Board of Directors as on March 31,2019</b>	Nil	Nil	Member in Stakeholders Relationship Committee of the Company	Nil	Nil
<b>Number of Equity Shares held in the Company as on March 31,2019</b>	11,38,350 Equity shares of Rs. 10/- each	6,43,736 Equity shares of Rs.10/- each	6,45,944 Equity Shares of Rs. 10/- each	15,49,950 Equity shares of Rs. 10/- each	3,19,418 Equity shares of Rs.10/- each



Name of the Director	C Siva Prasad	R Ramachandra Rao	K Krishna Rao	G Venkata Narayana Reddy
Category	Independent Director	Independent Director	Independent Director	Independent Director
Din	01904785	00226945	00382726	05358117
Date of Birth	25.12.1943	18.07.1959	15.07.1946	14.06.1952
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board of the Company	10.01.2008	30.01.2006	31.01.2009	30.07.2012
Qualification	B. com, FCA	MS (Communications)	B.E (Electrical)	M.E (Civil)
Expertise	More than 40 years of experience in the fields of Fundraising, Financial, Treasury Management, Budget and Budgetary.	More than 30 years of experience in the areas of Power quality, Communications, Aviation, Microwave, Electronics and Management	Rich Experience of more than 35 years in Steel and Power Industry	Rich Experience of more than 35 years in Steel Industry
Relationship with Directors	None	None	None	None
Directorships in other companies as on March 31, 2019	Velagapudi Steels Limited	1.Merlinhawk Associates Pvt Ltd 2.Merlinhawk Aerospace Pvt Ltd 3.Madaksira Vineyards Pvt Ltd	Nil	Nil
Chairman/Member of the committee of the Board of Directors as on March 31,2019	4	4	3	Nil
Number of Equity Shares held in the Company as on March 31,2019	Nil	Nil	Nil	Nil

**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.

*If you fail to update your mail id with the Company/Depository/RTA, then we can stop to send the physical copy of Annual Report from next year due to green initiative of Government of India to protect environment.*