



# SCAN STEELS LTD.

CIN : L27209MH1994PLC076015

Registered Office : Office No.: 104, 105, E-Square, Subhash Road,

Opp. Havmor Ice Cream, Vile Parle (East), Mumbai-400057

Ph.: +91-0222 618 5461, +91-0222 618 5462, Fax : +91-0222 618 5463

E-mail : scansteels@scansteels.com, Web.: www.scansteels.com

Date: 03<sup>rd</sup>September, 2021

To,  
The Secretary,  
Listing Department,  
Bombay Stock Exchange Limited  
Floor 25, P.J. Towers, Dalal Street,  
Mumbai- 400 001.

Sub.: Notice of the 28th Annual General Meeting ('AGM').

Scrip Code - 511672.

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 28th AGM of Scan Steels Limited scheduled to be held on Thursday, September 30, 2021 at 10:30 a.m. (IST) through two-way Video Conferencing ("VC")/ other Audio-Visual Means ("OAVM").

The Notice of the AGM is also available on our website under Investor Relations Segment.

This information is being submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you,

For **SCAN STEELS LIMITED**

  
Company Secretary

Prabir Kumar Das  
President and Company Secretary  
Encl: As above.

Works : Vill- Rambahal, Po- Keshramal, Near Rajgangpur, Dist- Sundargarh-770017 Odisha  
Ph.: 06624 - 280 327 / 328, Fax : 06624 - 280 326

**MANUFACTURERS OF : SPONGE IRON, M.S. BILLETS, TMT RODS & ANGLES**

## SCAN STEELS LIMITED

(CIN: L27209MH1994PLC076015)

Regd. Office: Off. No. 104-105, "E-Square", Subhash Road,

Opp.Havmor Ice- Cream, Vile Parle (East), Mumbai - 57

Tel: 022-26185461/62 Fax 022-26185463

Web site: www.scansteels.com, E-mail: secretarial@scansteels.com

## NOTICE

**NOTICE** is hereby given that the Twenty Eighth Annual General Meeting of the members of **SCAN STEELS LIMITED** will be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 10.30 A.M. IST through two-way Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") 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 March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Rajesh Gadodia (DIN: 00574465), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS: -

3. **Appointment of Mr. Shravan Kumar Agrawal (DIN 09139761) as an Independent Director**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT Mr. Shravan Kumar Agrawal (DIN 09139761) who was appointed as an Additional Director of the Company with effect from June 15, 2021 by**

the Board of Directors on the recommendation of Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and has consented to act as a Director (Non-Executive-Independent) of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company, the appointment of Mr. Shravan Kumar Agrawal, who has submitted a declaration that he meets the criteria for independence

as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a First term of 5 (five) consecutive years commencing from June 15, 2021 to June 14, 2026 (both days inclusive), be and is hereby approved.”

#### 4. Approval of Related Party Transaction

To consider, and if thought fit, to pass, the following Resolution as a **Special 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Pursuant to the Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended, subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, and the Company’s policy on Related Party transaction(s), and pursuant to the consent of the Audit Committee and Board Of Directors of the Company vide resolutions passed in their respective meetings held on 15.06.2021 approval of Shareholders be and is hereby accorded to the Board of Directors of the Company (including any committee thereof) to enter into contract(s)/ arrangement(s)/ transaction(s) with the Shrishti Trading Corporation Pvt. Ltd.,

a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Purchase / Sale of Steel Products, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 500 Crore per Financial Year from the financial year 2021-2022 and onwards, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of business of the Company.

“**RESOLVED FURTHER THAT** Mr. Prabir Kumar Das, Company Secretary of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

“**RESOLVED FURTHER THAT** the Board 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 or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

#### 5. Ratification of Cost Auditors’ Remuneration

To consider, and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors), Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the remuneration, as approved by the Board of Directors, to be paid to the cost auditors Messrs. Ray, Nayak

& Associates, Cost Accountants, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct audit of Cost Records maintained in respect of all applicable products of the Company for the financial year 2021-22, at ₹ 55000/- plus tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.”

**REGISTERED OFFICE:-**

104-105, “E- Square”, Subhash Road  
Opp. Havmor Ice Cream, Vile Parle (E)  
Mumbai – 400057  
CIN: L27209MH1994PLC076015  
Web Site: [www.scansteels.com](http://www.scansteels.com)  
Email – id: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)

BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED

Sd/-  
**Prabir Kumar Das**  
(President & Company Secretary)

Place: Bhubaneswar  
Date: 25th August, 2021



## NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the 28th Annual General Meeting of the Company (the "Meeting" or "AGM") under Item Nos. 3 to 5, is annexed hereto
2. Information under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment / re-appointment ( and fixation of the terms of remuneration of Directors) at the AGM, forms integral part of the notice. The Director(s) have furnished consent / declaration for his/their appointment / re- appointment as required under the Companies Act, 2013 and the Rules there under.
3. As one of the measures to contain the spread of the Covid-19 pandemic, social Distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 20/2020 dated May 5, 2020 read with circulars No. 14/2020 dated April 8, 2020, circulars No. 17/2020 dated April 13, 2020 and Circular No. 02/2021 dated 13.01.2021 (collectively referred to as "MCA Circulars") and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 read with Circular no. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15.01.2021 Issued by the Securities and Exchange Board of India (SEBI) permitted the holding of Annual General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA /applicable SEBI Circulars, the **forthcoming Annual General Meeting of the Company ("AGM") is being held through two-way video conferencing (VC) or other audio-visual means (OAVM) only.** Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. In continuation of Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 the AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, SEBI Circular dated 12.05.2020 read with SEBI Circular dated. 15.01.2021 and MCA General Circular No. 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with Circular No.02/2021 dated 13.01.2021 as the Forthcoming AGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, the facility to appoint proxy to attend and cast vote for the members is not available for this 28<sup>th</sup> AGM. and therefore, the Proxy Form and Attendance Slip is not annexed to this Notice. 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. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) intending to attend the meeting through their authorised representative are required to send a scanned certified copy (PDF Format) of their Board of Directors or governing body's Resolution/Authorization, authorizing their representative(s) to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer by uploading in PDF format in the system for the scrutinizer to verify the same. Alternatively, to the Scrutinizer and to the Company at the email address viz; [secretarial@scansteels.com](mailto:secretarial@scansteels.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same before the commencement of the AGM.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with MCA Circular No. 14/2020 dated April 8, 2020.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 8, 2020 read with circulars No. 17/2020 dated April 13, 2020, and circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated 13.01.2021 the Notice calling the 28<sup>th</sup> AGM has been uploaded on the website of the Company at [www.scansteels.com](http://www.scansteels.com) under Investor Relation Segment. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) 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](http://www.evotingindia.com)
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated 13.01.2021 read with applicable SEBI circulars dated 12.05.2020 and 15.01.2021.
10. Members are requested to notify changes, if any, with the requisite Documents pertaining to their change in name, postal address/residential status, email address, telephone/mobile numbers, Permanent Account Number (PAN), AADHAR No., mandates, 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 (DP) in respect of shares held in dematerialized form, and
  - To Registrar and Share Transfer Agent of the Company- **Adroit Corporate Services Pvt. Ltd**, whose office is located at 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane, Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra, email-[info@adroitcorporate.com](mailto:info@adroitcorporate.com) Web Site: [www.adroitcorporate.com](http://www.adroitcorporate.com), in respect of shares in physical form, under their signatures and quoting respective folio number.
11. The Securities and Exchange Board of India (SEBI) Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market and to comply with the said circular Company had already sent Intimation along with the two reminders Letter on 20.07.2018, 21.09.2018 and 23.11.2018 to its shareholders holding Physical Shares seeking their PAN, Bank Details and email address. The shareholders who have not yet responded with their details are requested to furnish the same to the Company / RTA - Adroit Corporate Services Pvt. Ltd. And Members holding shares in electronic form are, therefore, requested to submit/update

their PAN and Bank account details to their Depository Participants with whom they are maintaining their demat accounts.

12. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
13. As per Regulation 40 of SEBI Listing Regulations, as amended (vide SEBI Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 08, 2018 read with SEBI Circular dated December 03, 2018 with effect from April 01, 2019) 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. For Share transfer documents and all correspondence relating thereto, Members can contact RTA-Adroit Corporate Services Pvt. Limited at 17-20, Jafferbhoy Industrial Estate, Makwana Lane, Marol Naka, Andheri (E), Mumbai-400 059. Tel: +91 22 42270400 / +91 22 42270423 or at their designated email id: info@adroitcorporate.com / sandeeps@adroitcorporate.com for assistance in this regard.
14. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA of the Company. Further, Members desirous of cancelling/ varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.
15. Members are requested to kindly mention their Folio Number / Client ID and DP ID Number (in case of demat shares) in all their correspondence with the Companies Registrar in order to reply to their queries promptly, and for easy identification.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Notice is also given under section 91 of the Companies Act, 2013 read with Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 23<sup>rd</sup> day of September, 2021 to Thursday, the 30<sup>th</sup> day of September, 2021 (both day inclusive).

18. Members desirous of obtaining any information concerning Accounts and operations of the Company are requested to address their questions in writing to the Company or by sending an email to Company on [secretarial@scansteels.com](mailto:secretarial@scansteels.com) at an early date so as to enable the management to keep the information ready at the meeting.
19. 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, and to receive notices of meetings, annual reports and other documents or communications from the Company, members who have not registered /Updated their e-mail addresses, so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register/update the same with our Registrar & Share Transfer Agent - **Adroit Corporate Services Pvt. Ltd**, whose office is located at 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane, Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra. Tel: +91 22 42270400 or can send Email: on [info@adroitcorporate.com](mailto:info@adroitcorporate.com) - cc: to [sandeeps@adroitcorporate.com](mailto:sandeeps@adroitcorporate.com) , [rameshg@adroitcorporate.com](mailto:rameshg@adroitcorporate.com), [prafuls@adroitcorporate.com](mailto:prafuls@adroitcorporate.com) or to the company at [secretarial@scansteels.com](mailto:secretarial@scansteels.com) with details of Name, folio number and attaching a self-attested copy of the PAN Card.

20. In compliance with the aforesaid MCA Circulars (April 13, 2020, May 5, 2020 and January 13, 2021 read with April 08, 2020) and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021,

issued in the wake of COVID-19 pandemic Notice of the AGM along with the Annual Report 2020-21 is being **sent only through electronic mode** to those Members whose email addresses are registered with the Company's RTA - **Adroit Corporate Services Pvt. Ltd** / Depositories.

We, request all the shareholders, who have not yet registered their e-mail addresses, and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company at [secretarial@scansteels.com](mailto:secretarial@scansteels.com) By following the process as guided to capture the email address for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.

Alternatively, member may send an e-mail request to RTA at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

Members may also note that Company had already published the Public Notice for its Shareholders on 02.07.2021 in Financial Express (English) and pratahkal (Marathi) News Papers requesting them to register/update their **Email IDs** for supply of Annual Reports, Notice of AGM and other communications from the Company with the Procedure(s) to do so.

21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.



22. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form SH - 13 can be obtain from Adroit Corporate Services Pvt. Limited (RTA), Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant (DP).

The said form can also be downloaded from the Company's website [www.scansteels.com](http://www.scansteels.com) (under 'Investors' section).

23. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to Registrar & Share Transfer Agent - **Adroit Corporate Services Pvt. Ltd** for consolidating their holdings under one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

#### 24. VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and Secretarial Standard-2 on General Meetings and also, in the wake of Covid-19 pandemic as per MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, January 13, 2021 read with SEBI applicable circulars, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited ("**CDSL**"). The members may cast their votes using an

electronic voting system ("**remote e-voting**") for the ensuing Annual General Meeting.

**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.** instructions for e-voting are given here in below.

**The Process and manner for remote e-voting are as under:**

- (i) The remote e-voting period begins on Monday, 27<sup>th</sup> September, 2021 from 9.00 a.m. and ends on Wednesday, 29<sup>th</sup> September, 2021 at 05.00 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 23<sup>rd</sup> September, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 29<sup>th</sup> September, 2021.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (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.

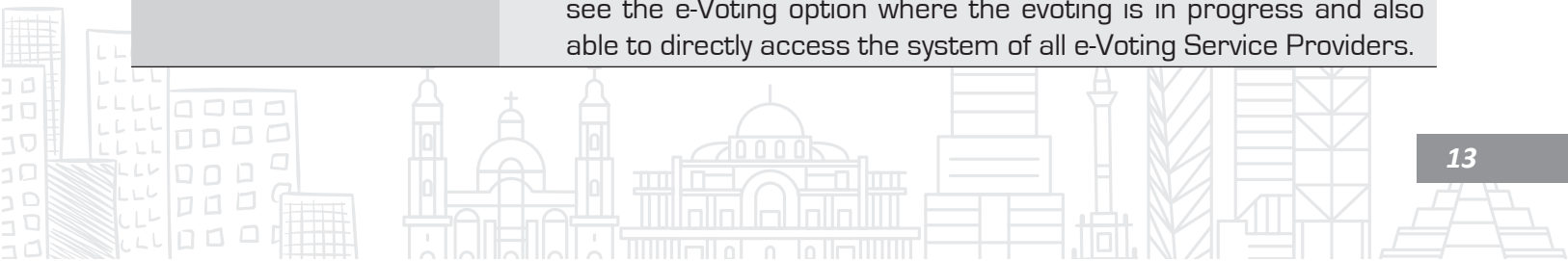
(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December

**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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Notice



Individual Shareholders  
holding securities in demat  
mode with **NSDL**

- 1) 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.nsd.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.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 hold 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.

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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting for **shareholders other than individual shareholders holding shares in physical form.**
- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” Tab.
- (iii) 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
- (iv) Next enter the image verification as displayed and Click on Login
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company,

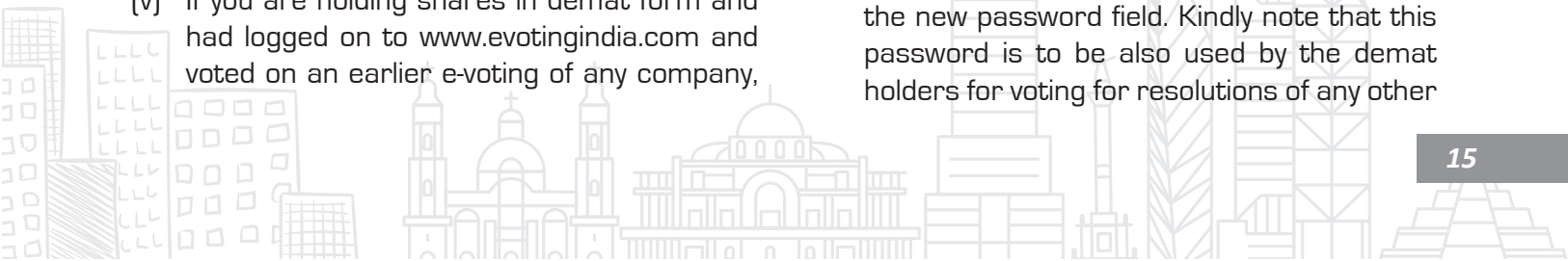
then your existing password is to be used.

- (vi) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use sequence number in the PAN field sent by Company/RTA or Contact Company/RTA</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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

Notice



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 Members 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 **SCAN STEELS 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the same password / 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) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module as Corporate and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) And on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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; secretarial@scansteels.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email addresses are not registered with the depositories/RTA for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

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 sending email to **Company/RTA**.
  2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by sending email to **Company/RTA**.
- (xviii) In case you have any queries or issues regarding attending AGM / grievances connected with the facility for e-voting on the day of the AGM & remote e-voting, from the e-Voting System, you may also refer the Frequently Asked Question (FAQ) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under the help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) OR Contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central

Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- (xix) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 23<sup>rd</sup> September, 2021 and as per the Register of Members of the Company.
- (xx) Any person, who acquires shares of the Company and become member of the Company after E-Mailing of the Notice of Annual General Meeting and holding shares as on the cut-off date, i.e., 23<sup>rd</sup> September, 2021, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com). Alternatively, Members can also send request to RTA at [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
- (xxi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting before the AGM (During the E-voting Period) or e-voting at/During the Annual General Meeting to cast vote on all the resolutions set forth in the Notice of AGM.

Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

(xxii) M/s. A J & Associates (CS Abhijeet Jain), Practicing Company Secretaries, (Membership No. FCS 4975, CP No. 3426) of Diamond Chambers, 4, Chowringhee Lane, Block - 1, 4<sup>th</sup> Floor, Suite #4M, Kolkata - 700016. has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at/during the AGM by electronic mode in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.

The Scrutinizer's decision on the validity of the votes will be final. Members can opt for only one mode of voting i.e., either through remote e-voting (before the AGM, During the E-voting Period) or voting at the AGM.

25. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice and Explanatory Statement/Annual Report will be available for inspection during business hours in between 11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public Holiday) at the Registered Office of the company up to the date of the AGM, the same shall be available during the meeting hours in electronic mode however, suitably possible by the Company Alternatively, Members can also request by sending an e-mail to the Company at [secretarial@scansteels.com](mailto:secretarial@scansteels.com) up to and including the date of the Annual General Meeting of the Company.

**26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. 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.
2. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis (as per the MCA Circulars).
3. No restrictions on account of First come first served basis entry into AGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
4. The attendance of the Members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. **Shareholder will be provided with a facility to attend the 28<sup>th</sup> AGM through VC/OAVM or view the live webcast through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. On this page the link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.**
6. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

8. 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.
9. 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 **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@scansteels.com]. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@scansteels.com]. These queries will be replied to by the company suitably by email.
10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting once the floor is open for shareholders queries. The Company reserves the right to restrict the number of speakers/Time depending on the availability of time for the AGM. Please note that, members questions will be answered only if the shareholder continues to hold shares of the Company as on the cut-off date.
11. The procedure for attending the Meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
12. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall order voting, and 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.
13. 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.
14. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and votes cast at the AGM shall be treated as invalid.
15. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
16. Members will be required to grant access to the web-cam to enable two-way video conferencing.
27. The Scrutinizer shall immediately after the conclusion of voting at the 28<sup>th</sup> Annual General Meeting, first count the votes cast At/during the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.



28. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
29. The results (of e-voting) declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.scansteels.com](http://www.scansteels.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed not later than 48 hours of the conclusion of the AGM.
30. The resolutions, if passed by a requisite majority, shall be deemed to have been passed on the date of the Annual General Meeting (i.e. 30<sup>th</sup> September, 2021)
31. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)
32. The recorded transcript of the forthcoming AGM on 30.09.2021 shall be maintained by the Company and also be made available on the website of the Company [www.scansteels.com](http://www.scansteels.com) in the Investor Relations Section, at the earliest soon after the conclusion of the Meeting
33. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

**REGISTERED OFFICE:-**

104-105, "E- Square", Subhash Road,  
Opp. Havmor Ice Cream, Vile Parle (E), Mumbai-400057  
CIN: L27209MH1994PLC076015  
Web Site: [www.scansteels.com](http://www.scansteels.com)  
Email – id: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)

Place: Bhubaneswar  
Date: 25th August, 2021

BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED

Sd/-  
**Prabir Kumar Das**  
(President & Company Secretary)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice dated **25<sup>th</sup> August, 2021**

### ITEM NO. 3:

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee (‘NRC’), appointed Mr. Shravan Kumar Agrawal (DIN 09139761) as an Additional Director of the Company with effect from June 15, 2021. In terms of Section 161(1) of the Act, Mr. Agrawal holds office up to the date of this Annual General Meeting (‘AGM’) and is eligible for appointment as a Director (Non-Executive-Independent). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members, Mr. Agrawal was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from June 15, 2021 to June 14, 2026, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

Mr. Shravan Kumar Agrawal has consented to act as Director of the Company, subject to appointment by the Members and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Shravan Kumar Agrawal has confirmed that he is

not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a director by virtue of any SEBI Order or any such Authority. Further, Mr. Shravan Kumar Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Shravan Kumar Agrawal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’). Further, Mr. Shravan Kumar Agrawal has also cleared the online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Shravan Kumar Agrawal fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of draft letter of appointment of Mr. Shravan Kumar Agrawal, setting out the terms and conditions of his appointment, The terms and conditions of the appointment of Independent Directors and the notice received from the member proposing his candidature is available for inspection by the members during business hours in between 11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public Holiday) at the Registered Office of the company up to the date of the AGM. Alternatively, Members can send a request along with their DP/Client ID or Folio No. from their registered email address to the Company at [secretarial@scansteels.com](mailto:secretarial@scansteels.com).

Mr. Shravan Kumar Agrawal is a commerce graduate, and a qualified CS, CMA, PGDMA (Finance), CA (Inter), and has 8 years' experience in steels sector.

Mr. Shravan Kumar Agrawal holds 02 Equity Share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way and is interested in the resolutions set out at Item Nos. 3 of the Notice with regard to his appointment.

The relatives of Mr. Shravan Kumar Agrawal may be deemed to be interested in the respective resolution to the extent of their shareholding interest, if any, in the Company. Except Mr. Shravan Kumar Agrawal and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Brief profile of Director whose appointment as an Independent Director is proposed at Item Nos. 3, is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mr. Shravan Kumar Agrawal as an Independent Director for 5 (five) consecutive years commencing from June 15, 2021 is now placed for the approval of the Members by a Special Resolution.

Based on the qualifications, experience, skills and knowledge, the Board considers that Mr. Shravan Kumar Agrawal's association would be of

immense benefit to the Company and accordingly, the Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

#### **ITEM NO. 4**

To ensure stability of supplies in terms of quality and logistics, your Company in the ordinary course of its business may enter into contracts or arrangements with its related party as listed in the resolution, on arm's length basis for Purchase/ Sale of Raw Material and Finished Goods for an aggregate amount not exceeding the limit as set out in the resolution as aforesaid. The purchase of materials from this company is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by this company. During the course of its business the Company also sells its products to this company.

Section 188 of the Companies Act, 2013 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party is material if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Further, the Listing Regulations requires all related party transactions shall require prior approval of the Audit Committee and all material related party transactions to be approved by the shareholders through a resolution and all the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Even though approval of the Shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for transactions (or for the specified transactions with the said company) which are in

the ordinary course of the Company's business and are at arm's length basis, However, the same are covered under the provisions of Regulation 23 of the Listing Regulations and the monetary limit of the transaction may exceed the limits as provided under Section 188 of the Companies Act, 2013 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with Shrishti Trading Corporation Pvt. Ltd. Up to a maximum

amount as mentioned in the respective resolution from the financial year 2021-2022 and onwards as an abundant precautionary measure in terms of Section 188 of the Companies Act, 2013 read with the applicable rules and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related parties shall abstain from voting on this resolution.

The details as required under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are as follows:

Name of the Related Party	Name of the Director/KMP who is related/ Nature of Relationship	Nature, Duration and Particulars of the Contract	Material Terms, Monetary value and particulars of contract or Arrangement.	Any advance paid or received for the contract.	The Manner of determining the pricing and other commercial terms	Whether all factors relevant to the contract have been considered
Shrishti Trading Corporation Pvt. Ltd.	One Director (Mr. Rajesh Gadodia) is common.	a) Nature of Transaction: Purchase / Sale of raw material and finish goods. b) Particulars of Contract or arrangement: Purchase / Sale of raw material and finish goods in ordinary course of business.	a)Material Terms: at par on Arm's Length basis. b) Monetary Value: ₹ 500 Crore per financial year.	NIL	Market Value	Yes

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on 15<sup>th</sup> June, 2021 and noted that these transactions are in the Ordinary Course of Business and are at arm's length basis, and have approved the proposed arrangements with the Related Party ( i.e Shrishti Trading Corporation Pvt. Ltd.) and have also decided to seek approval

of shareholders by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies ( Meeting of Board and its Powers) Rules , 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Directors (Mr. Rajesh Gadodia holds 93.06 % Equity Shares in the Shrishti Trading Corporation

Pvt. Ltd.) / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 4 of the Notice only to the extent of shares held by them, if any, in the Company.

The Board Commends the Special Resolution set out at item No. 4 of the Notice for approval by the Members.

#### ITEM NO. 5

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of 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 made available and the discussions held at the meeting of the Audit Committee on 25.08.2021, it considered and recommended the appointment and remuneration of the Cost Auditors to the Board of Directors ('Board'). The Board has, on the recommendation of the Audit Committee approved in their Meeting held on 25.08.2021 the appointment and remuneration of Messrs Ray, Nayak & Associates, Partner CMA. Chaitanya Kumar Ray, Cost Accountants, as the Cost Auditor of the Company for the Financial Year 2021-22.

In accordance with the provisions of Section 148(3) of the Act 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 has to be ratified by the Members of the Company. The Board has fixed the remuneration payable to Cost Auditors for Financial Year 2021-22 at ₹55000/- plus tax as applicable and reimbursement of out-of-pocket expense incurred, to conduct audit of Cost Records maintained by the Company in respect of all applicable products of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2022.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for the approval of the Members.

#### REGISTERED OFFICE:-

104-105, "E- Square", Subhash Road,  
Opp. Havmor Ice Cream, Vile Parle (E), Mumbai-400057  
CIN: L27209MH1994PLC076015  
Web Site: www.scansteels.com  
Email – id: secretarial@scansteels.com

Place: Bhubaneswar  
Date: 25th August, 2021

BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED

Sd/-  
**Prabir Kumar Das**  
(President & Company Secretary)

**INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2] FOR DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING.**

Name	Date of Birth and Age	Qualification	Experience	Position in the Company	Listed Co. (other than SSL) in which directors hold directorship and committee membership.			Shareholdings in the Company	Directors inter-se relation	Date of first appointment on the Board
					Directorship	Chair person of Board committee	Members of Board Committee			
*Mr. Rajesh Gadodia	02.10.1972 48 Years	Mecha-nical Engine-er	having more than 26 years of industrial and business experience, primarily in the steel sector. He is primarily involved in business development activities of the company and manages the distribution network of the company in the coastal, northern and southern region of Odisha and southern India operation. In finance he had the exposure in Treasury, Accounting, MIS, Forex Risk Management, Taxation, IT and all other related areas with exposure in India and overseas.	Non-Executive Chairman	Nil	Nil	Nil	4969957 (as on 31 <sup>st</sup> March, 2021)	Nil	On Board 14.03.2014 As a Non-Ex C.M – 24.05.2016

**Mr. Shравan Kumar Agrawal	02.06.1984 37 Years	Graduate in commerce, and a qualified CS, CMA, PGDMA (Finance), CA (Inter),	He has 8 years' experience in steels sector.	Non-Executive Independent Director	Nil	Nil	Nil	02 (as on 31 <sup>st</sup> March, 2021)	Nil	15.06.2021
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\*Mr. Rajesh Gadodia is Beneficial Owner for the Registered Owners – M/s. Gopikar Supply Pvt. Ltd. Who holds (20,00,000 Shares - 3.82%) and M/s. Bayanwala Brothers Pvt. Ltd. (5383501 shares -10.28%) shares in the Company.

\*\* Mr. Shравan Kumar Agrawal is CMA, PGDMA (Finance), CA (Inter) and has a wide experience in steel sector, specifically he has worked in the said sector in matters related to finance and Taxes, which will help him and company to satisfy on the reliability of financial information and monitor financial controls and check if the systems of risk management are in place and robust and defensible; also he is a qualified Company Secretary which will benefit the company to safeguard and comply with all the required secretarial and legal compliances.

- ❖ The details of Board and Committee Meetings attended by these Directors (wherever applicable) during the year 2020-21 are stated in the Corporate Governance Report which forms part of this Annual Report.
- ❖ Only two Committees namely, Audit Committee, Stakeholders Relationship Committee have been considered.
- ❖ The details of remuneration/Sitting Fees, (wherever applicable), are provided with other relevant Details mentioned in Board and Corporate Governance Report which forms part of this Annual Report.

## SCAN STEELS LIMITED

Regd. Office: Off. No. 104,105, E-Square, 1st Floor, Subhash Road, Opp. Havmor Ice- Cream,  
Vile Parle (East), Mumbai - 57

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Adroit Corporate Services Pvt. Limited or to the company

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

*(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)*

To,  
Adroit Corporate Services Private Limited  
17-20, Jafferbhoy Industrial Estate,  
Makwana Lane, Marol Naka,  
Andheri (E),  
Mumbai-400 059.

Dear Sir,

I/We \_\_\_\_\_ shareholder (s) of Scan Steels Limited, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

FolioNo...../DPIDNo.\*.....andClientIDNo.\*.....

\*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder : \_\_\_\_\_

Name of the Joint Shareholders (if any) : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

E-mail id for receipt of documents in

Electronic mode : \_\_\_\_\_

Date :

Signature: \_\_\_\_\_

Place:

(Sole / First Shareholder)

#### Note:

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agents as and when there is change in their registered email-id.
2. for shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.