



# 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: 29<sup>TH</sup> August, 2019

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

Sub.: Notice of the 26th Annual General Meeting ('AGM').

Scrip Code - 511672.

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 26th AGM of Scan Steels Limited scheduled to be held on Monday, September 30, 2019 at 10:00 a.m. (IST) at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai - 400057. The attendance slip, proxy form, Ballot form and route map forms part of this Notice.

The Notice of the AGM is also available on our website at the link:  
<https://scansteels.com/wp-content/uploads/2019/08/AGM-30.09.2019.pdf>

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

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 Sixth Annual General Meeting of the members of **SCAN STEELS LIMITED** will be held on Monday, the 30th day of September, 2019 at 10.00 A.M. at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 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, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ankur Madaan (DIN: 07002199), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Re-Appointment of Statutory Auditors and fix their remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification[s] or reenactment[s] thereof, for the time being in force), M/s. SRB &

Associates, Chartered Accountants (Firm's Registration No. 310009E), Bhubaneswar, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company or committee thereof and the Auditors, in addition to the re-imbursalment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

### SPECIAL BUSINESS: -

4. **Re- Appointment of Shri. Vinay Goyal as an Independent Director**

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

**"RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification[s] or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations), Shri. Vinay Goyal (DIN: 07002206), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting, has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for re-appointment for the next (Second) term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 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 re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a second term of 5 (five) consecutive years on the Board of the Company effective from conclusion of this Annual General Meeting .”

5. **Re- Appointment of Smt. Debjani Sahu as an Independent Women Director**

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

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Smt. Debjani Sahu (DIN:02674022), who was appointed as an Independent Women Director and who holds office of Independent

Director up to 25<sup>th</sup> March, 2020, has also submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for re-appointment for the next (Second) term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her re-appointment to the office of Independent Women Director, be and is hereby re-appointed as an Independent Women Director of the Company, not subject to retirement by rotation, for a second term of 5 (five) consecutive years from the expiry of her present term of office, that is, with effect from 25<sup>th</sup> March, 2020 on the Board of the Company.”

6. **Ratification of Cost Auditors’ Remuneration**

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

“**RESOLVED THAT**, in accordance with the provisions of Section 148 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 of Messrs. Ray, Nayak & Associates, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of Cost Records maintained in respect of all applicable products of the Company for the financial year 2019-20, at ₹45000/- plus tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.”

**7. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act [including any modification or re-enactment thereof for the time being in force] and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person

and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹1000 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”.

**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: 14th August, 2019

## NOTES

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company. Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting. **A blank proxy form is enclosed with this report.**  
During the Period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. Information under regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings, in respect of the directors seeking appointment / reappointment at the AGM, forms integral part of the notice. The Director(s) have furnished consent / declaration for his/her/their appointment / re- appointment as required under the Companies Act, 2013 and the Rules there under.
5. Members are requested to notify changes, if any, pertaining to their name, postal address/ residential status, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., :
  - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
  - b. 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, in respect of shares in physical form, under their signatures and quoting respective folio number.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA - Adroit Corporate Services Pvt. Ltd.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1,

2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Adroit Corporate Services Pvt. Limited for assistance in this regard.

8. 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.
9. 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.
10. Members, Proxies and Authorized Representatives are requested to bring your copies of the Annual Report / the Notice of the meeting along with the Attendance Slip with them duly filled in and hand over the same at the entrance of the Meeting Hall.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 23<sup>rd</sup> day of September, 2019 to Monday, the 30<sup>th</sup> day of September, 2019 (both day inclusive).
12. Members desirous of obtaining any information concerning Accounts and operations of the Company are requested to address their questions in writing to the Company at an early date so as to enable the management to keep the information ready at the meeting.
13. 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. Members who hold shares in physical form are requested to register 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 Email: sandeeps@adroitcorporate.com , sandeeph@adroitcorporate.com

14. In accordance with the Companies Act, 2013 read with the rules framed there under, the Annual Report 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copy of the Annual Report 2018-2019 is being sent by the permitted mode.
15. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for the financial year ended on 31.03.2019 will also be available on the Company's website [www.scansteels.com](http://www.scansteels.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form,

upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)

16. 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.
17. Corporate Members intending to send their authorized representatives to attend the AGM Pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
18. Members are requested to bring their Identity Card or Details of Shares Held (eg. Folio No./ DP ID , CLIENT ID etc.) For easy identification of attendance at the Meeting Hall.
19. 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).
20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit Corporate Services Pvt. Limited (RTA),

for consolidation into a single folio.

## 21. VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013, 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, 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 from a place other than the venue of the Annual General Meeting ("**remote e-voting**"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below.

The facility for voting through ballot paper or polling paper will also be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting or by Ballot Form, shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the

meeting but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period begins on Friday, 27<sup>th</sup> September, 2019 from 9.00 a.m. and ends on Sunday, 29<sup>th</sup> September, 2019 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, 2019, 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, 2019.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" Tab.
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the image verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10-digit alphanumeric 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 given sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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- (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 **SCAN STEELS 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (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. 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.
- (xix) 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 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 they have to create 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.
- xx. Person responsible to address the grievances connected with the electronic voting: Mr. Rakesh Dalvi, Manager of CDSL (Contact No - 1800225533). In case you have any queries or issues regarding e-voting, 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).

- xxi. 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, 2019 and as per the Register of Members of the Company.
- xxii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., 23<sup>rd</sup> September, 2019, 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).
- xxiii. 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, voting through Ballot Form, as well as voting at the Annual General Meeting.
- xxiv. M/s. Arihant & Associates (CA Arihant Kumar Bothra) (FRN-021046C), Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
- xxv. A copy of this notice has been placed on the website of the company ([www.scansteels.com](http://www.scansteels.com)) and the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com))

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office, Corporate Office as well as at Head Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

23. The register of contracts or agreement in which the director's are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

#### 24. **Voting through Physical Ballot Form:**

The members who do not have access to remote e-voting, are requested to fill in the physical ballot form being part of the Annual Report (a copy of the same is also part of the soft copy of the Annual Report) and submit the same in a sealed envelope to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot form must be received by the Scrutinizer at the office address on or before 29<sup>th</sup> September, 2019 (5.00 p.m.). The Scrutinizer's decision on the validity of the forms will be final. Members can opt for only one mode of voting i.e. either through remote e-voting or by ballot form. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and votes cast through Ballot Form prior to AGM or at the AGM shall be treated as invalid.

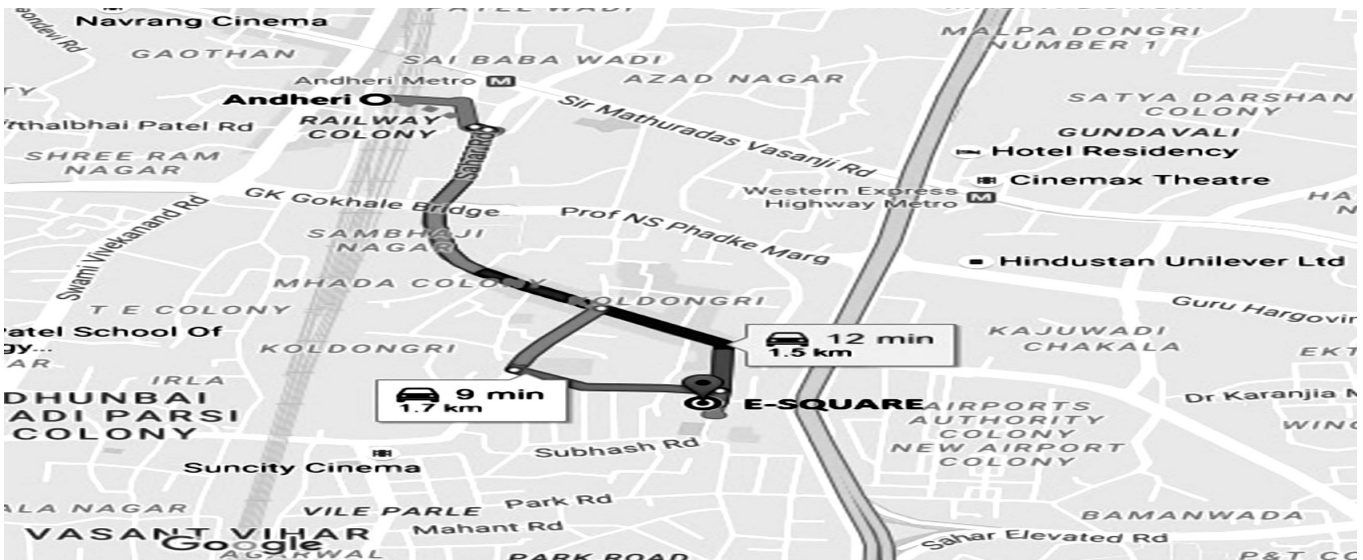
#### 25. **Voting Facility at AGM**

At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting, by way of Ballot paper, for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.

26. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at 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 make not later than 3 (Three days) from the 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 him in writing who shall countersign the same.
27. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.scansteels.com](http://www.scansteels.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result declared by

the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed. The above said report and results shall also be displayed on the notice board of the company at its registered office and its head office as well as corporate office. 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, 2019)

29. 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)
30. Route-map from Andheri Railway Station to E-Square, the venue of the Meeting is as under.



**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: 14th August, 2019

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 7 of the accompanying Notice dated 14<sup>th</sup> August, 2019.

### ITEM NO. 3:

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. SRB & Associates, Chartered Accountants (Firm’s Registration No. 310009E), Bhubaneswar, is completing their first term of 5 consecutive years as Statutory Auditor of the Company. As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above M/s. SRB & Associates, Chartered Accountants are eligible to be re-appointed for the further period of five consecutive years (“second Term”). And CA K P Swain, CP No 306323, Chartered Accountant has been authorized as an auditor on behalf of the firm to conduct the audit as per the Act.

The Board of Directors at its meeting held on 30 May 2019, after considering the recommendations of the Audit Committee that was given after detailed evaluation on the Performance of the Auditors in their First Term, had recommended the re-appointment of M/s. SRB & Associates, Chartered Accountants (Firm’s Registration No. 310009E), Bhubaneswar, as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall

hold office for a further period of five consecutive years (“second Term”) from the conclusion of 26<sup>th</sup> Annual General Meeting until the conclusion of 31<sup>st</sup> Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company or committee thereof and the Auditors, in addition to the re-imbusement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

M/s. SRB & Associates, Chartered Accountants, have given their consent and certificate under section 139 of the Companies Act, 2013 to the effect that they satisfied the criteria provided in section 141 of the Companies Act, 2013 read with Cos. (Audit & Auditors) Rules, 2014. They have further confirmed that they are not disqualified to be re-appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for re-appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, The Board commends the Resolution at Item No. 3 for approval by the Members for re-appointment of M/s. SRB & Associates, Chartered Accountants as the Statutory Auditors of the Company for the further period of five consecutive years (“second Term”) and to fix their remuneration.

Interest of Directors and Key Managerial Personnel: None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

## ITEM NO. 4 & 5

Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN:02674022), were appointed as an Independent Directors on the Board of the Company for the First Terms for 5 (five) consecutive years pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges with the members approval accorded at the Twenty First Annual General Meeting held on 30 December, 2014 and Extra Ordinary General Meeting held on 26<sup>th</sup> March, 2015 respectively. Shri. Vinay Goyal (DIN: 07002206) holds office as an Independent Director of the Company up to the date / conclusion of the ensuing Annual General Meeting of the Company and Smt. Debjani Sahu (DIN: 02674022) holds office as an Independent Women Director of the Company up to 25<sup>th</sup> March, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report.

In view of the above provision, The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, had recommended to the Board re-appointment of Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN:02674022) as an Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company vide resolution passed by the Committee on May 30, 2019.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considered that, given their background and experience and contributions made by them during their tenure, the continued association of Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN: 02674022) would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, Board of Directors of the Company at its meeting held on 30 May 2019, approved, subject to the approval of the members at the ensuing Annual General Meeting, the re-appointment of Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN: 02674022) as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the conclusion of this Annual General Meeting and from 26<sup>th</sup> March, 2020 respectively."

The re-appointment is recommended based on knowledge, skills, experience and performance evaluation of Shri. Vinay Goyal and Smt. Debjani Sahu. They had attended all the Board Meetings and the Committees of which he/she is a Chairman and/or Member during their tenure as an Independent Directors. Their performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. They were evaluated on parameters including proactive discussions, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behaviour and judgement in their decisions and if they strive to bring in the best practices regarding governance, disclosures and operations.

Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN: 02674022) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the re-appointment of Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN: 02674022) for the office of Independent Directors of the Company for another term of five consecutive years effective from their respective dates of expiry of the First term.

The Company has also received declarations from Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN:02674022) that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 25(8) of SEBI Listing Regulations, Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN: 02674022) have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act, Rules and SEBI Listing Regulations for re- appointment as Independent Director and they are independent of the management of the Company.

Brief profile of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4 and 5, are 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 and a detailed profile with remuneration/ Sitting Fees paid to Shri. Vinay Goyal and Smt. Debjani Sahu is also provided in the Corporate Governance Part of this Annual Report.

Copy of draft letters of appointment of Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN:02674022) setting out the terms and conditions of appointment and The notice received from the member proposing their candidature are 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) at the Registered Office of the company up to the date of the meeting.

Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN: 02674022) does not hold any Equity Share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN:02674022) are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective re-appointments.

The relatives of Shri. Vinay Goyal (DIN:07002206), and Smt. Debjani Sahu (DIN: 02674022) may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri. Vinay Goyal (DIN: 07002206), and Smt. Debjani Sahu (DIN: 02674022) as Independent Directors is now being placed before the Members for their approval by way of Special Resolution

The Board commends the Special Resolutions set out at Item Nos. 4 and 5 of this Notice for approval of the members.

#### **ITEM NO. 6**

The Board of Directors of the Company ('the Board') at the meeting held on 30<sup>th</sup> May, 2019, on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s. Ray, Nayak & Associates, Partner CMA. Chaitanya Kumar Ray, Cost Accountants, to conduct audit of Cost Records maintained by the Company in respect of all applicable products of the Company for the financial year 2019-20 at a remuneration of ₹45000/- plus tax as applicable and reimbursement of out-of-pocket expense incurred.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors needs ratification by the Members. Accordingly, The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members for ratification of the payment of remuneration of the cost auditors for F.Y. 19-20.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

#### **ITEM NO. 7**

There were no loans made, nor securities provided in connection with loans by the Company under Section 186 of the Companies Act, 2013. However, the Company has been making investments in (investment in quoted securities as a long-term investments), and has given the corporate guarantee to various bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2019, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹ 158.02 Crores while one hundred per cent of its

free reserves and securities premium account amounts to ₹211.02 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹ 211.02 Crores. As on 31st March 2019, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to ₹ 81.98 Crores.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans /

investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.7 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

**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: 14th August, 2019

BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED

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



**INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 26(4) AND  
36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015 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
					Directorship	Chair person of Board Committees	Members of Board Committees		
Mr. Ankur Madaan	06.01.1990 29 years	Graduate in commerce	He has more than 8 years of industrial and business experience in steel sector. He is involved in administration, production, & purchase	Whole-time Executive Director	Nil	Nil	Nil	Nil	Nil
Mr. Vinay Goyal	06.02.1988 31 years	Graduate in commerce	He has having more than 9 years experience in the corporate sector and has excellent Command in the field of Finance, Legal and Administration.	Independent Non-Executive Director	Nil	Nil	Nil	Nil	Nil
Mrs. Deb-jani Sahu	11.05.1978 41 years	Graduate in Arts	Having over decades of experience in the field of Human Resource, Administration, and Sales & Marketing in retails and Steel Sectors.	Independent Non-Executive Women Director	Nil	Nil	Nil	Nil	Nil

## SCAN STEELS LIMITED

RRegd. 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.

## SCAN STEELS LIMITED

Regd. Office: Off. No. 104,105, E-Square, 1st Floor, Subhash Road, Opp.Havmor Ice- Cream,  
Vile Parle (East), Mumbai – 57.  
(CIN L27209MH1994PLC076015 )

**26th Annual General Meeting- 30th September, 2019 at 10.00 a.m.**

### ATTENDANCE SLIP

DP ID:

Client ID:

Folio No: .....

No. of Shares:

Name of the Shareholder :.....

Joint Holder 1 :.....

Joint Holder 2 :.....

Registered address of the Shareholder :.....

Name of the Proxy / Representative :.....

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company to be held at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 on Monday, the 30th Day of September, 2019 at 10.00 A.M.

Signature of the Share Holder/Proxy / Representative :.....

#### NOTES:

- 1) Please complete the Folio/ DP ID-Client ID No. and name of the Proxy / Representative, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
- 2) Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.
- 3) Members are requested to Bring their Identity Cards or details of Shares held by them in the Company (i.e. Folio no. , DP ID, CLIENT ID) while Coming to attend the Annual General Meeting for easy identification.

# PROXY FORM

(Form No. MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

CIN	L27209MH1994PLC076015
Name of the Company	Scan Steels Limited
Registered office	104 - 105, E Square, 1 <sup>st</sup> Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057.
Name of the Member(s)	
Registered Address	
Email - id	
Folio No. / Client ID	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint or

1.	Name
	Address
	E-mail Id
	Signature
failing him	
2.	Name
	Address
	E-mail Id
	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on the 30th September 2019 at 10.00 A.M at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 and at any adjournment thereof in respect of such resolutions as are indicated below. The security holder may vote either for or against each of the resolutions mentioned in the AGM notice.

Sr. No.	RESOLUTIONS
1.	Ordinary resolution for adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the year ended 31-03-2019
2.	Ordinary resolution for Re-appointment of director in place of Mr. Ankur Madaan (DIN: 07002199), who retires by rotation and being eligible, offers himself for Re-appointment.
3.	Ordinary resolution for Re-appointment of M/s. SRB & Associates, Chartered Accountants as Statutory Auditors and fix their remuneration.
4.	Special Resolution for Re-appointment of Mr. Vinay goyal (DIN: 07002206) as an Independent Director of the Company
5.	Special Resolution for Re-appointment of Mrs. Debjani Sahu (DIN:02674022) as an Independent Women Director of the Company
6.	Ordinary Resolution for ratification of Remuneration of Cost Auditors under section 148 of the companies Act, 2013
7.	Special Resolution for Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

Signed this.....day of.....2019

Signature of shareholder : .....

Signature of proxy holder(s) : .....

**Note : This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**

AFFIX  
REVENUE  
STAMP OF  
NOT LESS  
THEN Rs. 1

# SCAN STEELS LIMITED

(CIN L27209MH1994PLC076015 )

**Registered Office :** Office No. 104/105, E-Square, 1St Floor, Subhash Road, Opp. Havmor Ice cream, Vile Parle (East), Mumbai – 400057 , Website : www.scansteels.com Email: secretarial@scansteels.com  
Telephone : +91 02226185461; 02226185462; Fax : +91 02226185463

## **BALLOT FORM FOR VOTING ON RESOLUTIONS IN THE 26th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2019 AT 10.00 A.M.**

1. Name(s) Registered Address :  
of the sole / first named Member
2. Name(s) of the Joint Holder(s) if any :
3. Registered Folio No. :
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 14th August, 2019, by conveying my / our assent or dissent to the resolutions by placing tick ( ✓ ) mark in the appropriate box below :

Sr. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
<b>ORDINARY BUSINESS</b>				
1.	Ordinary resolution for adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the year ended 31-03-2019			
2.	Ordinary resolution for Re-appointment of director in place of Mr. Ankur Madaan (DIN: 07002199), who retires by rotation and being eligible, offers himself for Re-appointment.			
3.	Ordinary resolution for Re-appointment of M/s. SRB & Associates, Chartered Accountants as Statutory Auditors and fix their remuneration.			
<b>SPECIAL BUSINESS</b>				
4.	Special Resolution for Re-appointment of Mr. Vinay goyal (DIN: 07002206) as an Independent Director of the Company			
5.	Special Resolution for Re-appointment of Mrs. Debjani Sahu (DIN:02674022) as an Independent Women Director of the Company			
6.	Ordinary Resolution for ratification of Remuneration of Cost Auditors under section 148 of the Companies Act, 2013			
7.	Special Resolution for Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate			

### **ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event No.)	User ID	Password

Signed this.....day of.....2019

Signature of shareholder :.....

## INSTRUCTION

1. In case of those members, who do not have access to e-voting facility, they can use this Ballot form and convey their assent / dissent to each one of the items of business to be transacted at the ensuing AGM.
2. A Member desiring to exercise vote by physical ballot form may complete this Ballot form and send it to the Company at its registered office in the name of Scrutinizer, on or before 29th September, 2019 (05.00 p.m.)
3. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 23rd September, 2019.
4. The Scrutinizer's decision on the validity of Ballot form will be final.
5. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Ballot Form. E-voting is optional. The detailed Procedure of e-voting is enumerated in the Notice of Annual General Meeting.
6. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through Ballot form subject to the form being found to be valid shall be treated as invalid.
7. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman.
8. The Results declared along with Scrutinizer's Report shall be displayed on the notice board of the company at its registered office and its head office as well as corporate office and on the website of company as well as on website of CDSL not later than 3 days of the passing of the resolutions at the AGM of the Company and communicated to Stock Exchanges where the shares of the company are listed.