

STEEL AUTHORITY OF INDIA LIMITED
REGISTERED OFFICE: ISPAT BHAWAN, LODI ROAD, NEW DELHI-I 10003

NOTICE IS HEREBY GIVEN THAT the 41st Annual General Meeting of the Members of Steel Authority of India Limited will be held at 1030 hours on Friday, the 20th September, 2013 at NDMC Indoor Stadium, Talkatora Garden, New Delhi-I 10001 to transact the following business:

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended 31st March, 2013, the Balance Sheet as at that date and Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri P.K. Sengupta, who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Shri P.C. Jha, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Shri Anil Kumar Chaudhary, who retires by rotation and is eligible for re-appointment.
5. To fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2013-2014.
6. To declare dividend for the Financial Year 2012-2013.

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri Kalyan Maity, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."


8. To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Dr. Atmanand, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri J.M. Mauskar, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board of Directors


(M.C. Jain)
Secretary

New Delhi
Dated: 16th August, 2013
Registered Office:
Ispat Bhawan, Lodi Road, New Delhi-I 10003.

Notes:

1. The relevant Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business Item Nos.7 to 9 above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED AT THE END OF ANNUAL REPORT.
3. Only members carrying the attendance slips or holders of valid proxies registered with the Company will be permitted to attend the meeting. In case of shares held in joint names or shares held under different registered folios wherein the name of the sole holder/first joint-holder is same, only the first joint-holder/sole holder or any proxy appointed by such holder, as the case may be, will be permitted to attend the meeting.
4. Members attending the meeting are requested to bring their copy of the Annual Report as extra copies will not be supplied.
5. The Register of Members of the Company will remain **closed from 6th August, 2013 to 30th August, 2013 (both days inclusive).**
6. M/s. MCS Limited are acting as the Registrar and Transfer Agent (R&TA) for carrying out the company's entire share related activities viz. Transfer/ transmission/ transposition/ dematerialisation/ rematerialisation/ split/ consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment and allied activities. Shareholders are requested to make all future correspondence related to share transfer and allied activities with this agency only at the following address:

M/s. MCS Limited,
F-65, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110020
Phone No.011-41406149 e-mail: admin@mcsdel.com
7. **Dematerialisation**
 - i) Securities and Exchange Board of India (SEBI) Regulations provide that equity shares of SAIL are to be compulsorily delivered in the dematerialized form, for the purpose of trading. Though most of the shareholders have converted their holdings into demat form, it is seen that some shareholders still hold their shares in paper form (Physical). In this connection it is advised in their interest, to open a demat account with any depository participant authorized by either National Securities Depository Ltd. or Central Depository Services Ltd and dematerialize their shares.
 - ii) Members holding shares in the physical form should notify change in their addresses, if any, to the R&TA specifying full address in block letters with PIN CODE of their post offices, which is mandatory. Members holding shares in the Electronic Form (Demat), should inform the change of address to their Depository Participant.
 - iii) **ECS MANDATE**

Shareholders holding shares, whether in Physical or Demat form are advised to opt for Electronic Clearing Services (ECS) for any future payouts from the Company. Under the ECS, the payment instruction is issued by the banker (Payer's banker) electronically to the clearing authority (RBI or SBI). The clearing authority provides credit reports to the payee's Bank, who credits the

amount to their respective accounts. It becomes inevitable that the shareholders opting for ECS should provide details of their Bank Name, A/c no., A/c Type, Branch name, 9 digit MICR no. along with their Name and Folio Number (DP-ID/Client ID) to the Company if their holding is in Physical form and to the Depository participant, if their holding is in demat form.

8. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Shares Department/R&TA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio.
9. The Company has transferred to Investor Education and Protection Fund, unclaimed dividends till financial year 2005-06 (Interim). The Company has, thereafter, paid/declared the following dividends:

Year	Interim Dividend (%)	Final Dividend (%)
2005-2006	-	7.50
2006-2007	16.00	15.00
2007-2008	19.00	18.00
2008-2009	13.00	13.00
2009-2010	16.00	17.00
2010-2011	12.00	12.00
2011-2012	12.00	8.00
2012-2013	16.00	-

Shareholders who have not encashed their dividend warrants as above are requested to make their claims to the Company.

10. Members seeking further information on the Accounts or any other matter contained in the Notice, are requested to write to the Company atleast 7 days before the meeting so that relevant information can be kept ready at the meeting.

11. Green Initiative in Corporate Governance of Ministry of Corporate Affairs

The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with the circulars issued by the Ministry of Corporate Affairs, companies can now send various notices /documents (including notice(s) calling General Meeting(s), Audited Financial Statements, Directors' Report, Auditors Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.

Members are requested to opt for receipt of the above notices/ documents through electronic mode. They are requested to register their e-mail ID for this purpose with their respective depository participant or with the Company's Registrar and Transfer Agent i.e. M/s. MCS Limited at the address given above or e-mail at gogreensail@mcsdel.com.

Please note that these documents will also be available on the Company's website www.sail.co.in and physical copies of the same will also be available at the registered office as mentioned herein above for inspection during office hours.

12. **Entry to the Auditorium will be strictly against Entry Slip available at the counters at the venue and against exchange of Attendance Slip.**
13. **No Brief case or Bag or mobile phone will be allowed to be taken inside the auditorium.**

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO
SECTION 173(2) OF THE COMPANIES ACT, 1956.**

Item No. 7

On nomination by the President of India vide Government's Notification No.6(3)/2012-SAIL-PC-Vol.II dated 14th January, 2013, Shri Kalyan Maity was appointed as an Additional Director of the Company with effect from 1st March, 2013 subject to his re-appointment by the Shareholder in the Annual General Meeting. His tenure as Director is for a period of five years from 1.3.2013 or till the date of his superannuation or until further orders, whichever is earliest. He is liable to retire by rotation in terms of Companies Act, 1956. He vacates his office of Directorship at this Annual General Meeting, pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company. The notice under Section 257 of the said Act has been received from a member proposing the name of Shri Kalyan Maity as a candidate for the office of Director of the Company.

Shri Kalyan Maity, aged 53 years, is BE (Hons) in Mining. He has rich experience and expertise in the various areas of Mining and issues relating to Raw Materials management for steel plants.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommend this Resolution for approval of the shareholders.

None of the Directors other than Shri Kalyan Maity, to the extent of his appointment as Director, is concerned or interested in the above resolution.

Item No. 8

On nomination by the President of India vide Government's Notification No.6(4)/2012-SAIL(PC) dated 11th July, 2013, Dr. Atmanand was appointed as an Additional Director of the Company with effect from 18th July, 2013 subject to his re-appointment by the Shareholder in the Annual General Meeting. His tenure as non-official part-time Director is for a period of three years with effect from 18th July, 2013 or until further orders, whichever is earlier. He is liable to retire by rotation in terms of the Companies Act, 1956. He vacates his office of Directorship at this Annual General Meeting, pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company. The notice under Section 257 of the said Act has been received from a member proposing the name of Dr. Atmanand as a candidate for the office of Director of the Company.

Dr. Atmanand, aged 54 years is MA(Economics) and also has M.Phil and Ph.D. in Economics. He is a Professor of Economics in Management Development Institute (MDI), Gurgaon. His area of specialization is PSUs Management, Disinvestment, Industrial Economics, Energy Economics, Project Finance and Public Policy.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommend this Resolution for approval of the shareholders.

None of the Directors other than Dr. Atmanand, to the extent of his appointment as Director, is concerned or interested in the above resolution.

Item No. 9

On nomination by the President of India vide Government's Notification No.6(4)/2012-SAIL(PC) dated 11th July, 2013, Shri J.M. Mauskar was appointed as an Additional Director of the Company with effect from 18th July, 2013 subject to his re-appointment by the Shareholder in the Annual General Meeting. His tenure as non-official part-time Director is for a period of three years with effect from 18th July, 2013 or until further orders, whichever is earlier. He is liable to retire by rotation in terms of the Companies Act, 1956. He vacates his office of Directorship at this Annual General Meeting, pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company. The notice under Section 257 of the said Act has been received from a member proposing the name of Shri J.M. Mauskar as a candidate for the office of Director of the Company.

Shri J.M. Mauskar, IAS (Retd.) aged 62 years is Post Graduate in Physics. During 35 years as a Public Servant, he has had "hands on" experience of International Trade, Investment Promotion, Overseas Investments, International Contracts, Dynamics of Petroleum Sector and Environment and Pollution related issues, especially Climate Change. Besides, he has had developmental experience in a Tribal State, including management of State Finances. In addition to the judicial experience in the field posting in Meghalaya he has been associated with the regulatory work in the Ministries of Commerce, Petroleum & Natural Gas and Environment & Forests and as Chairman, Central Pollution Control Board. He was earlier on the Board of Directors on Central PSUs namely ONGC, OVL and OIL.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommend this Resolution for approval of the shareholders.

None of the Directors other than Shri J.M. Mauskar, to the extent of his appointment as Director, is concerned or interested in the above resolution.

By order of the Board of Directors


(M.C. Jain)
Secretary

New Delhi
Dated: 16th August, 2013
Registered Office: Ispat Bhawan, Lodi Road, New Delhi-110003

Details of Directors seeking re-appointment in forthcoming Annual General Meeting furnished in terms of clause 49 of Listing Agreement:

Name of the Director	Shri P.K. Sengupta	Shri P.C. Jha	Shri Anil Kumar Chaudhary
Date of Birth	08.09.1940	13.07.1949	11.12.1960
Date of Appointment	13.01.2011	13.01.2011	01.09.2011
Expertise in Specific functional areas	Finance	Administration/Taxation	Finance
Qualifications	B.Com, FICWA	B.Sc. (Hons)	ICWA, ICSI, L.LB, PG Diploma in Pers/Business Management
List of Companies in which outside Directorship is held.	-	-	• Mjunction Services Ltd.
Chairman/Member of the Committees of the Board of the Companies on which he is a Director.	SAIL • Audit Committee - Member	SAIL • Shareholders/ Investors Grievance Committee - Chairman • Audit Committee-Member	SAIL • Shareholders/Investors Grievance Committee - Member Mjunction Services Ltd. • Audit Committee - Member

STEEL AUTHORITY OF INDIA LIMITED

Registered Office: Ispat Bhawan, Lodi Road
New Delhi - 110 003

ATTENDANCE SLIP

Folio No: _____

Name and Address _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 41st ANNUAL GENERAL MEETING of the Company to be held on 20th September, 2013 at NDMC Indoor Stadium, Talkatora Garden, New Delhi-110001.

Member's/Proxy's Name (In Block Letters) _____

Member's/Proxy's Signature _____

NOTE:

1. The attendance slip should be signed as per the specimen signature registered with the R&TA/Depository Participant (DP). Such duly completed and signed Attendance Slip should be handed over at the R&TA counter(s) at the venue against which R&TA will provide admission card.
2. Entry to the hall will be strictly on the basis of admission card as provided by R&TA.
3. Members in person/Proxy holders may please carry photo-ID card for identification/verification purposes.
4. Shareholder(s) present in person or through registered proxy shall only be entertained.
5. Briefcase, mobile phone, bag, eatables, helmets and other belongings will not be allowed to be taken inside the venue of the meeting for security purposes and shareholder(s)/proxy holder(s) will be required to take care of their belonging(s).
6. No gifts will be distributed at the Annual General Meeting.

STEEL AUTHORITY OF INDIA LIMITED

Registered Office: Ispat Bhawan, Lodi Road
New Delhi - 110 003

PROXY FORM

I/Weof

in the district of

(Write full address)

hereby appointof

(Write full address)

or failing himof

(Write full address)

as my/our proxy and to vote for me/us or my/our behalf at the 41st Annual General Meeting of the Company to be held on 20th September, 2013 at 1030 hours and at any adjournment thereof.

Signed thisday of2013

Signature(s)

Ledger Folio/DP ID & Client ID No.

No. of Shares held

Please affix
₹ 1
Revenue
Stamp

NOTE:

1. The Proxy need NOT be a member.
2. The Proxy Form signed across ₹ 1 revenue stamp should reach the Company's Registered Office atleast 48 hours before the scheduled time of meeting.
3. Please fill in full particulars.