



SCAN STEELS LIMITED

(Formerly Known as Clarus Infrastructure Realities Limited)

Registered Office : Office No. 104/105, E-Square, Subhash Road, Opp. Havmor Ice cream, Vile Parle (East), Mumbai – 400057, (CIN-L27209MH1994PLC076015) **Website** : www.scansteels.com

Email: secretarial@scansteels.com ; **Telephone** : +91 02226185461; 02226185462; **Fax** : +91 02226185463

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the members of **M/s. SCAN STEELS LIMITED** (formerly Known as Clarus Infrastructure Realities Limited) will be held on Wednesday, the 30th day of September, 2015 at 10.00 A.M. at the registered office of the Company at 104/105, E-Square, 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, 2015 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.
3. To ratify the appointment of the Auditors of the Company and their remuneration fixed at the twenty first Annual General Meeting of the Company held on December 30, 2014, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. SRB & Associates, Chartered Accountants (Firm's Registration No. 310009E), as the auditors of the Company to hold office from the conclusion of the 21st Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, made at the twenty first Annual General Meeting of the Company held on 30th December, 2014, be and is hereby ratified.”

SPECIAL BUSINESS:-

4. Ratification of Cost Auditors' Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 30,000 (Rupees Thirty Thousand only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to M/s. Ray, Nayak & Associates, Partner CMA. Chaitanya Kumar Ray, Cost Accountants, having office at MIG-2 6, Manorama Estate, Rasulgarh, Bhubaneswar – 751010 (Odisha), (Firm Registration No. 000241), Cost Auditors of the Company, for the financial year 2015-16, as approved by the Board of Directors of the Company, be and is hereby ratified."

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

5. Preferential Allotment of Warrants convertible into equity shares

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s), amendments or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed there under as in force and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GoI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the GoI, the SEBI, the Stock Exchanges and other appropriate statutory, regulatory

or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the consent of the Company, be and is hereby accorded to the Board of Directors of the Company in its absolute discretion to raise funds upto Rs. 50,00,00,000 (Rupees Fifty Crores Only) by way of offer, issue and allot on Preferential Basis, upto 1,00,00,000 (One Crore) Warrants having an option/ entitlement to apply for and be allotted equivalent number of equity shares of face value of Rs. 10 each of the Company ("Warrants") at a future date, not exceeding 18 (Eighteen) months from the date of issue of such Warrants at an exercise price of Rs. 50.00 (Rupees Fifty only) (including a premium of Rs. 40.00) per equity share ("Exercise Price" or "Issue Price") to Other than Promoters as per the list mentioned in the explanatory statement attached to this Notice, as the Board may in its absolute discretion decide, in one or more tranches and on such terms and conditions, as the board considers fit, subject to the following:

- (i) The Equity Shares to be allotted upon exercise of options attached to Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects and on allotment such Equity shares shall rank *pari – passu* in all respect with the then existing Equity Shares of the Company;
- (ii) In accordance with the provisions of SEBI ICDR Regulations, the Relevant Date for calculating the Issue price of warrants shall be August 31, 2015, being the date 30 days prior to the date of this Annual General Meeting;
- (iii) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission;
- (iv) An amount not less than 25 per cent of the Issue Price as determined in terms of chapter VII of SEBI ICDR Regulations shall be paid prior to allotment of the Warrants and the balance 75 per cent of the Issue Price shall be payable by the warrant holder(s) at the time of allotment of equity shares pursuant to exercise of option against each such Warrant(s);

- (v) In case the option to subscribe to equity shares against such Warrants is not exercised by the Allottee within eighteen months, the consideration paid by the Allottee in respect of such Warrant shall be forfeited by the Company;
- (vi) The Equity Shares to be allotted pursuant to exercise of options attached to Warrants, and also the entire pre preferential Equity Shares held, if any, by the proposed allottees, shall be subject to the lock in for such period as prescribed under Regulation 78 of the SEBI (ICDR) Regulations;
- (vii) The Warrant by itself shall not give to the holders thereof any rights of the shareholders of the Company; and
- (viii) The option attached to each of the said warrants shall be independent of each other.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants/Equity Shares upon exercise of the entitlement attached to Warrants and listing of the such equity shares with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit , without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board is hereby authorized 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 Director or Directors or any other officer(s) or employee(s) of the Company as it may consider appropriate in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any professional advisors/consultants to give effect to the aforesaid resolution.”

6. Adoption of New Set of Articles of Association (AOA) of the Company in Conformity with Provisions of Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or 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
Email – id: secretarial@scansteels.com

**BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED
(Formerly Known as Clarus
Infrastructure Realities Limited)**

Sd/-

Prabir Kumar Das

(Company Secretary & Compliance Officer)

Place: Mumbai

Date:- 31st August, 2015

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote *on poll* on his behalf and the proxy need not be a member of the company. 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.
2. 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.*
3. In terms of Section 152 of the Companies Act, 2013, Shri Rajesh Gadodia (DIN: 00574465), Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commends their respective reappointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. 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.
5. Members are requested to notify any change of address or bank mandates:
 - 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 19, Jafferbhoy Industrial Estate, 1st Floor, Makwane Road, Marol Naka, Andheri E, Mumbai, Maharashtra, 400059, in respect of shares in physical form, to notify their change of address/ residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. 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.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Members 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 23rd day of September, 2015 to Wednesday, the 30th day of September, 2015 (both day inclusive).
10. 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.
11. 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 M/s Adroit Corporate Services Private Limited, Jafferbhoy Industrial Estate, Makwana Lane, Andheri (E), Mumbai—400059.
12. In accordance with the Companies Act, 2013 read with the rules framed thereunder, the Annual Report 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2014-2015 is being sent by the permitted mode.
13. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for the financial year ended on 31.03.2015 will also be available on the Company's website 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
14. 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 Participant 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 .

15. 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.
16. Corporate Members intending to send their authorized representatives to attend the Meeting 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.
17. 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.
18. 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).
19. 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.
20. **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 Clause 35B of the Listing Agreement, 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 Sunday, 27th September, 2015 from 9.00 a.m. and ends on Tuesday, 29th September, 2015 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 23rd September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00p.m. on 29th September, 2015.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the image verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>For User ID Members can use their Folio No. And For Password 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"> • 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. • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (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 then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 and register themselves as Corporates 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
 - 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.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- (xx) 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 23rd September, 2015 and as per the Register of Members of the Company.
- (xxi) 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., 23rd September, 2015, may obtain the login ID and password by sending a request at 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.
- (xxii) 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.
- (xxiii) Mr. Arihant Kumar Bothra, 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.

21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered 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.
22. **Voting through Physical Ballot Form:**
In terms of Clause 35B of the Listing Agreement, 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 29th September, 2015 (5.00 p.m.). The Scrutinizer's decision on the validity of the forms will be final. A member 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 Ballot Form shall be treated as invalid.
23. **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.
24. 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 authorised by him in writing who shall countersign the same.
25. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.scansteels.com and on the website of CDSL www.evotingindia.com 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. The resolutions shall be deemed to be passed at the AGM of the Company scheduled to be held on Wednesday, 30th September 2015.

27. 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

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: Mumbai

Date: - 31st August, 2015

**BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED**
(Formerly Known as Clarus
Infrastructure Realties Limited)

Sd/-

Prabir Kumar Das

(Company Secretary & Compliance Officer)

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 6 of the accompanying Notice dated 31st August, 2015.

ITEM NO. 3

This Statement is provided though strictly not required as per Section 102 of the Act.

M/s. SRB & Associates, Chartered Accountant (Firm's Registration No. 310009E) of Bhubaneswar were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 30th December, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No. 3 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 12.08.2015, has considered and approved the appointment of M/s. Ray, Nayak & Associates, Partner CMA. Chaitanya Kumar Ray, Cost Accountants, as the Cost Auditor of the Company for the financial year 2015-16 at a remuneration of ₹ 30,000 (Rupees Thirty Thousand only) per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

The Resolution as at Item No. 4 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as at Item No. 4 for your approval.

ITEM NO. 5

The Company proposes to issue and allot upto 1,00,00,000 (One Crore) Warrants on a Preferential Basis having an option/entitlement to apply for and be allotted equivalent number of equity shares of face value of Rs. 10 each of the Company, at future date, not exceeding 18 (Eighteen) months from the date of issue of such warrants at an Exercise price of Rs. 50.00 (Rupees Fifty only) (including a premium of Rs. 40.00) per equity share ("Exercise price" or "Issue Price"), being the price not lower than the price as determined in accordance with the Regulation for preferential Issue contained in Chapter VII of the SEBI ICDR Regulations as amended from time to time (hereinafter referred to as "**SEBI ICDR Regulation**"), on a preferential basis, vide Resolution mentioned at item No. 5 of this Notice.

Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Warrants/Equity Shares upon conversion of Warrants to the Investor who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Warrants/Equity Shares upon conversion of Warrants otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The Equity Shares allotted upon conversion of warrants would be listed on BSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In terms of Regulation 73 of SEBI (ICDR) Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

(a) Object of the preferential issue:

The proceeds of the preferential issue will be used for working capital requirement and renovation & modernization of the plant.

(b) The total number of shares or other securities to be issued:

The Board intends to offer, issue and allot up to 1,00,00,000 warrants having an option to apply for and be allotted equivalent number of equity shares of face value of Rs. 10 each of the Company aggregating up to Rs. 50 Crores (Rupees Fifty crores), in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the Regulations.

(c) Pricing of Preferential Issue

Since, the Company's shares are coming under infrequently traded shares category, the price of equity shares to be allotted upon conversion of warrants is determined at Rs. 50.00 (Rupees Fifty only) per equity share of Rs. 10/- each in terms of Chapter VII of the SEBI ICDR Regulations.

As required under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees within the time stipulated under the Regulations, the Equity Shares allotted upon conversion of warrants shall continue to be locked in till the time such amounts are paid by them.

(d) Relevant date:

The Relevant Date as per the SEBI ICDR Regulations for the determination of issue price is fixed as August 31, 2015, being the date 30 days prior to the date of this Annual General Meeting.

(e) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. h below

(f) Intention of the Promoters / Directors / Key Management Personnel of the Company to subscribe to the issue:

None of the promoters or Directors or key managerial personnel of the Company intends to subscribe to the proposed preferential offer.

(g) Proposed time within which allotment shall be completed:

The Company shall complete the allotment of the Warrants within a period of 15 days from the date of passing of the special resolution. Provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of such approval or permission.

(h) Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Name of proposed Allottees	Category	Pre issue holding*		No of equity shares proposed to be allotted	Post issue holding**		Ultimate beneficial owners / entities who ultimately control proposed allottees of the shares proposed to be allotted
			No. of shares	%		No. of shares	%	
1.	West & Best Trading Private Limited	Non-Promoter	0	0.00	20,00,000	20,00,000	3.68	Mr. Prem Bhogendra Thakur and Mr. Prashant Laxman Rane, the Promoters the Company.
2.	S&D Share & Stock Private Limited	Non-Promoter	0	0.00	20,00,000	20,00,000	3.68	Mr. Surendra Kumar Sharma and Mr. Dineshkumar K Chourasiya, the Promoters of the Company.
3.	Narmada Enterprises Private Limited	Non-Promoter	0	0.00	20,00,000	20,00,000	3.68	Mr. Sanjaykumar Ishwari Prasad Shah and Sushilkumar Kishanlal Sharma, the Promoters of the Company.
4.	Abhilasha Money Operations Private	Non-Promoter	0	0.00	20,00,000	20,00,000	3.68	Mr. Bikram Keshari Mohanty and Mrs. Smita

	Limited							Bikram Mohanty, the Promoters of the Company.
5.	Alken Management and Financial Services Private Limited	Non-Promoter	0	0.00	20,00,000	20,00,000	3.68	Mr.Ravindra Ramdas Kamble and Mrs. Sheetal Ravindra Kamble, the Promoters of the Company.
	Total		0	0.00	1,00,00,000	1,00,00,000	18.40	

* The Shareholding as on August 28, 2015 is considered for pre issue holding.

** The post issue holding is based on the assumption of full subscription of Equity Shares upon conversion of entire warrants.

None of the proposed allottees have sold or dispensed any of the holding during the six (6) months period prior to the relevant date, i.e., August 31, 2015.

(i) The change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

(j) The pre issue and post issue shareholding pattern of the Company:

Sr. No	Category of Shareholder	Pre Issue*		No of equity shares proposed to be allotted	Post Issue**	
		No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
A	Promoters' holding :					
1.	Indian Promoters					
	Individual	1,02,31,909	23.07	0	1,02,31,909	18.83
	Bodies Corporate	1,49,50,076	33.71	0	1,49,50,076	27.50
2.	Foreign Promoters	0	0.00	0	0	0.00
	SUB TOTAL (A)	2,51,81,985	56.78	0	2,51,81,985	46.33
B	Non-Promoters' holding :					
1.	Institutional	0	0.00	0	0	0.00

	Investors					
2.	Non-Institution Investors					
	Bodies Corporate	1,75,27,511	39.52	1,00,00,000	2,75,27,511	50.65
	Resident Individuals	16,42,777	3.70	0	16,42,777	3.02
	Others					
	Clearing Members	0	0.00	0	0	0.00
	NRI	27	0.00	0	27	0.00
	SUB TOTAL (B)	1,91,70,315	43.22	1,00,00,000	2,91,70,315	53.67
	GRAND TOTAL (A+B)	4,43,52,300	100	1,00,00,000	5,43,52,300	100

*The Shareholding pattern has taken as on date of August 28, 2015 for the purpose of Preferential Issue.

**The above Post Issue Shareholding Pattern is based on the assumption of full subscription of Equity Shares upon conversion of entire warrants.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of the warrants/equity shares.

(k) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

Post 31st March 2014 and upto the date of this Notice, the following preferential allotments have been made:

Date of allotment	No. of Securities allotted	Issue Price	No. of allottee(s)	Remarks
04.04.2015	65,52,000 equity shares of Rs. 10/- each	Rs. 50/- per equity share	8	Equity Shares issued on preferential basis to the Promoters and other then Promoters.

12.08.2015	1,28,49,605 Preference Shares of Rs. 10/- each	Rs. 40/- per preference share	3	Non-cumulative Preference Shares (NCRPS) issued on preferential basis to the Promoters and other then Promoters.
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(l) Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

This is not applicable in the present case since the proposed allotment is for cash consideration.

(m) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors i.e. M/s SRB & Associates, Chartered Accountants, (Firm Regn. No. 310009E) certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations shall be made available for inspection at the registered office of the Company during 10:00 a.m. to 1:00 p.m. on any working day (excluding Saturday) up to the date of the meeting.

(n) Lock-in Period:

The equity shares to be allotted under the proposed offering upon conversion of warrants shall be subject to lock in for a period of 1 year from the date of trading approval, in accordance with the SEBI ICDR Regulations. Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and in terms of the provisions of the SEBI ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed. The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

ITEM NO. 6

The existing Articles of Association (AOA) are based on the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered, expedient to wholly replace the existing AOA by a new set of AOA. The new set of AOA is proposed to be substituted in place of the existing AOA. The draft set of AOA is available for inspection to the Shareholders at the Registered 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. The draft set of AOA is also available on website of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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

**BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED**
(Formerly Known as Clarus
Infrastructure Realties Limited)

Sd/-

Prabir Kumar Das

(Company Secretary & Compliance Officer)

Place: Mumbai

Date: - 31st August, 2015

