



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 Extra-Ordinary General Meeting of the members of **SCAN STEELS LIMITED** will be held on Tuesday, the 27th day of February, 2024 at 11.00 A.M. IST through two-way Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

1. To increase the authorized share capital of the Company and consequent alteration in the Memorandum of Association of the Company

To consider, and, if thought fit, approve the increase in the authorized share capital of the Company and consequent alteration in the Memorandum of Association of the Company and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the relevant clauses of Memorandum of Association and the Articles of Association of the Company and based on the approval of the Board of Directors,, consent of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakhs only) Non-cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten) each to Rs. 86,50,00,000/- (Rupees Eighty-six Crore

and Fifty Lakhs) divided into 7,15,00,000 (Seven Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 87,50,000 (Eighty-seven Lakhs and Fifty Thousand only) Non-cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten) each and 62,50,000 (Sixty-Two Lakhs and Fifty Thousand) Non-cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of section 13 and all other applicable provisions of the Act and the relevant rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be substituted with the following Clause V:

"The authorized share capital of the Company is Rs. 86,50,00,000/- (Rupees Eighty-six Crore and Fifty Lakhs) divided into 7,15,00,000 (Seven Crore Fifteen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 87,50,000 (Eighty-seven Lakhs and Fifty Thousand only) Non-cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten) each and 62,50,000 (Sixty-Two Lakhs and Fifty Thousand) Non-cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each with power to the Board of Directors (Board) to increase, modify or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined under the provision of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc."



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RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. To consider and approve variation in the terms of Non-convertible Redeemable Preference Shares (NCRPS)

To consider, and, if thought fit, approve variation in the terms of Non-convertible Redeemable Preference Shares (NCRPS) and to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the relevant provisions of Section 48, 55, 62 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with relevant rules made thereunder (including any statutory amendment or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**") and other applicable rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India and / or any other regulatory authority, Clause [3.3] of the Articles of Association of the Company and consent received from the holders of Non-convertible Redeemable Preference Shares ("NCRPS") and based on the approval from the Audit Committee and the Board of Directors of the Company and subject to such other approvals, permissions

and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded to alter the terms of 1,28,49,605 (One Crore Twenty-eight Lakhs Forty-nine Thousand Six Hundred and Five) NCRPS issued by the Company, to include a flexibility or option of making these convertible into equity shares **in part or full**, from time to time, as may be decided by the NCRPS holders and the Company, subject to receipt of all necessary approvals.

RESOLVED FURTHER THAT, for the purpose of giving effect to the aforesaid resolution, Mr. Ankur Madaan, Whole-Time Director and Mr. Prabir Kumar Das, Company Secretary be and is hereby severally authorized to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable, including but not limited to filing of returns or forms with the Registrar of Companies, SEBI, stock exchange or other concerned regulatory authorities sign and send the notice, to file all disclosures before SEBI as may be required to give effect to the aforesaid resolutions."

3. Issuance and allotment of 62,50,000 Optionally Convertible Redeemable Preference Share on private placement basis

To consider, and, if thought fit, approve Issuance and allotment of 62,50,000 Optionally Convertible Redeemable Preference Share on private placement basis and to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies



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Act, 2013 ["the Act"], Rule 14 of the Companies [Prospectus and Allotment of Securities] Rules, 2014, Rule 13 of the Companies [Share Capital and Debentures] Rules, 2014 and other applicable rules made thereunder [including any amendment(s), statutory modification(s) or re-enactment(s) thereof], the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with Chapter V of the Securities and Exchange Board of India [Issue of Capital and Disclosure Requirements] Regulations, 2018, as amended from time to time ["ICDR Regulations"], the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended from time to time ["Listing Regulations"] and other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India and / or any other regulatory authority, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and 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 mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution], the consent and approval of the Members of the Company be and is hereby accorded to the Board to convert 62,50,000 [Sixty-two Lakhs and Fifty Thousand] Non-convertible Redeemable Preference Shares ["NCRPS"] and offer, issue, and allot, in one or more tranches,

up to 62,50,000 [Sixty-two Lakhs and Fifty Thousand] Optionally Convertible Redeemable Preference Shares [OCRPS] of Re. 10/- each [Rupee One only] at a price of Rs. 70.53/- [Rs. Seventy and Fifty-Three Paise only] including premium of Rs. 60.53/- [Rupees Sixty and Fifty-Three Paise only].

RESOLVED FURTHER THAT the said above OCRPS shall be issued to the following Proposed Allottees in dematerialised form only:

Sr. No.	Proposed Allottees	No. of OCRPS to be issued
1	Bayanwala Brothers Pvt. Ltd.	33,89,557 Shares
2	Gopikar Supply Pvt. Ltd.	14,30,881 Shares
3	Ascon Merchandise Pvt. Ltd.	14,29,562 Shares

RESOLVED FURTHER THAT consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals.

"RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board or the Committee duly constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions,



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including size of the preferential issue to the Proposed Allottees, as may be deemed expedient without being required to seek any further consent or approval of the Members, subject to the same being within the overall approval provided by the Members under this Resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to delegate all or any of the powers herein conferred, to any one or more Director(s)/ Company Secretary/ any other Officers of the Company in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, including making necessary filings 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 authorities and the decision of the Board shall be final and conclusive."

4. Appointment of Ms. Konika Poddar, (DIN: 10435224) as an Independent Woman Director of the Company

To consider, and, if thought fit, approve the appointment of **Ms. Konika Poddar, (DIN: 10435224)** as an Independent Woman Director (Non-Executive) of the Company to hold office for a first term of consecutive Five years up to January 29, 2029 and to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Ms. Konika Poddar, (DIN: 10435224)**, who was appointed as an Additional Director by the Board of Directors of the Company ("**the Board**") based on the recommendations of the Nomination and Remuneration Committee with effect from January 30, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and



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is hereby appointed as an Independent Woman Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive Five years up to January 29, 2029."

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

REGISTERED OFFICE :-

104-105, "E- Square", Subhash Road,

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Vile Parle (E), Mumbai - 400057

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Email - id: secretarial@scansteels.com

Place: Bhubaneswar

Date: 30th January, 2024

BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED

Sd/-

Prabir Kumar Das

(President & Company Secretary)



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NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Extra-Ordinary General Meeting of the Company (the "Meeting" or "EGM") under Item Nos. 1 to 4, is annexed hereto
2. Information under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment / re-appointment at the EGM, forms integral part of the notice. The Director(s) have furnished consent / declaration wherever applicable for his/her appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
3. Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2023 dated September 25, 2023, read with MCA General Circulars - circulars No. 14/2020 dated April 8, 2020, circulars No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated 5 May, 2020, Circular No. 22/2020 dated 15 June, 2020, Circular No. 33/2020 dated 28 September, 2020, Circular No. 39/2020 dated 31 December, 2020, Circular No. 10/2021 dated 23 June, 2021, Circular No. 20/2021 dated 08 December, 2021, Circular No. 03/2022 dated May 05, 2022 and General circulars No. 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 Issued by the Securities and Exchange Board of India (SEBI) ('**SEBI Circulars**') permitted the holding of Extra-Ordinary General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and applicable MCA / SEBI Circulars, the **forthcoming Extra-Ordinary General Meeting of the Company ("EGM") is being held through two-way video conferencing (VC) or other audio-visual means (OAVM) only**. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
4. In continuation of Ministry's General Circular No. 20/2020, dated 05th May, 2020 and General circular no. 03/2022 dated May 05, 2022 the EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020 read with MCA circulars No. 14/2020 dated April 8, 2020, circulars No. 17/2020 dated April 13, 2020, Circular No. 03/2022 dated May 05, 2022 and General circulars No. 11/2022 dated December 28, 2022 and other applicable MCA / SEBI Circulars.



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5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, Pursuant to aforementioned MCA and SEBI Circulars as the Forthcoming EGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. and therefore, the Proxy Form and Attendance Slip is not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) intending to attend the meeting through their authorised representative are required to send a scanned certified copy (PDF Format) of their Board of Directors or governing body's Resolution/Authorization, authorizing their representative(s) to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer by uploading in PDF format in the CDSL e-voting system for the scrutinizer to verify the same. Alternatively, Send to the Scrutinizer at ajasso.abhijeet@gmail.com and to the Company at secretarial@scansteels.com, if they have voted from individual tab & not uploaded in the CDSL e-voting system for the scrutinizer to verify the same before the commencement of the EGM.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with MCA Circular No. 14/2020 dated April 8, 2020.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 8, 2020 and circulars No. 17/2020 dated April 13, 2020, read with circular No. 20/2020 dated May 5, 2020, circular no. 03/2022 dated May 05, 2022, circulars No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and other applicable SEBI Circulars the Notice calling the EGM has been uploaded on the website of the Company at <https://scansteels.com/notice-of-general-meetings/> under Investor Relation Segment. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com
9. Members are requested to notify changes, if any, with the requisite Documents pertaining to their change in name, postal address/ residential status, email address, telephone/ mobile numbers, Permanent Account Number (PAN), AADHAR No., mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. To their depository participants (DP) in respect of shares held in dematerialized form as per the process informed by your DP, and



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- 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, email- info@adroitcorporate.com Web Site: www.adroitcorporate.com, in respect of shares in physical form, under their signatures and quoting respective folio number.
10. 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 account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
11. SEBI vide its circular dated March 16, 2023 as amended from time to time read with Circular November 03, 2021, has announced common and simplified norms for processing investor's service requests (viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition) by RTA's and norms for furnishing PAN, KYC details and nomination. Members are requested to complete their KYC as mentioned in SEBI circular No. SEBI/HO/MIRSD/MIRSD - PoD-1/P/CIR/2023/37 dated March 16, 2023

as amended from time to time read with SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023. The shareholders (Physical) who have not yet responded with their details are requested to furnish the same to the Company / RTA - Adroit Corporate Services Pvt. Ltd. and Members holding shares in electronic form are, requested to update changes if any, in their PAN and Bank account details etc. to their Depository Participants with whom they are maintaining their demat accounts.

Members may download forms for the said requests from the Company's website at <https://scansteels.com/others/>

12. Transfer of securities held in physical mode has been discontinued w.e.f. April 01, 2019. However, SEBI vide its various circulars / notifications granted relaxation for re-lodgement cases till March 31, 2021. In compliance with the circular, Re-lodgement of transfer requests was carried out till the validity period of Circular. Further, effective from April 1, 2021, Company / RTA is not accepting any requests for the physical transfer of shares from the shareholders.

Further, Pursuant to SEBI circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022; SEBI has directed that listed companies shall henceforth issue securities in dematerialized form only while processing various Service Requests including the Transmission request as may be received from the securities holder/claimant. In view of the same and to eliminate all risks associated



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with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/70 dated 25th May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circular.

13. The Central Board of Direct Taxes (**CBDT**), vide Circular No. 7 of 2022 [Notification F.No.370142/14/2022-TPL] dated March 30, 2022 has stated that PAN is mandatorily to be linked with Aadhaar on or before March 31, 2022 or any other date as may be specified by the CBDT. The date in the said Notification for linking PAN with Aadhaar number was further extended to March 31, 2023. A New Press Release has been issued by CBDT on March 28, 2023, through which the date for linking PAN and Aadhaar was **extended to June 30, 2023**, if an investor fails to comply with the said CBDT Circular there could be restrictions on securities and other transactions until the Pan and Aadhaar are linked. Thus, RTAs shall a) accept only valid PANs and b) also verify that the PAN in the existing folios are valid; i.e. whether it is linked to the Aadhaar number of the holder.

14. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA of the Company.

Further, Members desirous of cancelling/ varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, and those who want to opt out of Nomination can send in form ISR - 3 after cancelling his/her existing nomination, if any, through SH-14 to the Registrar and Transfer Agent of the Company. These forms will be made available on request and can also be downloaded from company's website at <https://scansteels.com/others/>

* Members are requested to take note of, SEBI Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2023/158 September 26, 2023 for the nomination of eligible demat accounts, submission of details by physical security holders and voluntary nomination for trading accounts.

15. SEBI vide its circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/ investor(s). The said circular is available on the website of the Company at <https://scansteels.com/others/>



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16. Securities and Exchange Board of India (SEBI) vide its Circular dated July 31, 2023 (Updated from time to time), has announced the introduction of a common Online Dispute Resolution Portal ("ODR Portal"), whereby the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories (collectively referred to as Market Infrastructure Institutions (MIs)), by expanding their scope and by establishing a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Circulars regarding the same is available on the website of the Company at <https://scansteels.com/others/>.
17. 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.
18. 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.
19. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members.
- To support this green initiative of the Government in full measure, and to receive notices of meetings, annual reports and other documents or communications from the Company, members who have not registered /Updated their e-mail addresses, so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register/update the same with our Registrar & Share Transfer Agent - **Adroit Corporate Services Pvt. Ltd**, whose office is located at 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane, Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra. Tel: +91 22 42270400/423 or can send in Email: on info@adroitcorporate.com or to the company at secretarial@scansteels.com along with form ISR- 1, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) or other requisite documents as guided by RTA/Company.
20. In compliance with the aforesaid MCA Circular No. 09/2023 dated September 25, 2023, read with Circular No. 20/2020 Dated May 5, 2020, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, read with SEBI circular dated May 12, 2020 and other applicable MCA / SEBI Circulars. Notice of the EGM is being **sent only through electronic mode** to those Members whose email addresses are registered with the Company's RTA - **Adroit Corporate Services Pvt. Ltd** / Depositories.
- We, request all the shareholders, who have not yet registered their e-mail addresses, and in consequence the Notice of EGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company at



SCAN STEELS LIMITED

(CIN: L27209MH1994PLC076015)

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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

secretarial@scansteels.com By following the process as guided to capture the email address for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.

Alternatively, member may send an e-mail request to RTA at info@adroitcorporate.com along with scanned signed copy of the request letter providing the details/Documents as mentioned in the Point No.19 above.

21. VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and Secretarial Standard-2 on General Meetings and also, as per MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, and September 25, 2023 read with other applicable MCA and SEBI circulars, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited ["CDSL"]. The members may cast their votes using an electronic voting system ["remote e-voting"] for the ensuing Extra-Ordinary General Meeting.

The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM (Venue

Voting) will be provided by CDSL. instructions for e-voting are given here in below.

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

- (i) The remote e-voting period begins on Saturday, 24th February, 2024 from 9.00 a.m. and ends on Monday, 26th February, 2024 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 20th February, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 26th February, 2024.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat**



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account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings-Access through Depositories CDSL/NSDL e-Voting system in case of **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on Login icon and select New System Myeasi Tab. and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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Individual Shareholders
holding securities
in demat mode with
NSDL
Depository

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your Existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e., NSDL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e., NSDL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





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<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 / 022- 23058738 or 022-23058542-43</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (v) Login method for e-Voting and joining virtual meetings - Access through CDSL e-Voting system in case of **Physical shareholders and non-Individual Shareholders Holding in Demat form**
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" Tab.
 - (iii) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
 - (iv) Next enter the image verification as displayed and Click on Login
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



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

	For Physical shareholders and shareholders other than individual Holding in Demat form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use sequence number in the PAN field sent by Company/RTA or Contact Company/RTA
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"> 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any

other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant **SCAN STEELS LIMITED** on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) If Demat account holder has forgotten the 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.



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(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non-Individual Shareholders & Custodians-For Remote Voting Only:

- 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 in the "Corporates" module as Corporate and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@scansteels.com, if they have

voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email addresses/Mobile No. are not registered with the depositories/RTA for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For Physical shareholders- with form ISR- 1, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by sending email to RTA at info@adroitcorporate.com or to the Company at secretarial@scansteels.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP), or please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by sending an email to RTA at info@adroitcorporate.com or to the Company at secretarial@scansteels.com

Alternatively, shareholders/members may send a request to helpdesk.evoting@cdslindia.com for procuring user ID and password for e-voting.

(xviii) In case you have any queries or issues regarding attending EGM / grievances connected with the facility for e-voting on the day of the EGM & remote e-voting, from the e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.



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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800225533

- (xix) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 20th February, 2024 and as per the Register of Members of the Company.
- (xx) Any shareholder(s) holding shares in physical form and/or non-individual shareholder who acquires shares of the company and becomes a member of the company after the Notice of Extra-Ordinary General Meeting is sent to all members and is holding shares as of the cut-off date, i.e., 20th February, 2024, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. Alternatively, Members can also send request to RTA and seek assistance at info@adroitcorporate.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.

In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after

dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under '**Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**'

- (xxi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting before the EGM (During the E-voting Period) or e-voting at/ During the Extra-Ordinary General Meeting to cast vote on all the resolutions set forth in the Notice of EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (xxii) M/s. A J & Associates (CS Abhijeet Jain), Practicing Company Secretaries, (Membership No. FCS 4975, CP No. 3426) of Diamond Chambers, 4, Chowringhee Lane, Block – 1, 4th Floor, Suite #4M, Kolkata – 700016. has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at/during the EGM by electronic mode in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose. The Scrutinizer's decision on the validity of the votes will be final. Members can opt for only one mode of voting i.e., either through remote e-voting (before the EGM, During the E-voting Period) or voting at the EGM.

22. The documents referred to in the Notice and Explanatory Statement will be available for inspection during business hours in between 11.00 a.m. to 01.00 p.m. on all working days



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(except Saturday, Sunday and Public Holiday) at the Registered Office of the company up to the date of the EGM, the same shall be available during the meeting hours in electronic mode however, suitably possible by the Company.

Alternatively, Members can also request by sending an e-mail to the Company at secretarial@scansteels.com up to and including the date of the Extra-Ordinary General Meeting of the Company.

23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM AND FOR E-VOTING DURING THE EGM ARE AS UNDER:

1. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
2. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis (as per the MCA Circulars).
3. No restrictions on account of First come first served basis entry into EGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
4. The attendance of the Members (members logins) attending the EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. **Shareholder will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. On this page the link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.**
6. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@scansteels.com
10. The shareholders who do not wish to speak during the EGM but have queries may send in their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id,



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mobile number at secretarial@scansteels.com These queries will be replied to by the company suitably by email.

11. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting once the floor is open for shareholders queries. The Company reserves the right to restrict the number of speakers/Time depending on the availability of time for the EGM. Please note that, members questions will be answered only if the shareholder continues to hold shares of the Company as on the cut-off date.
12. The procedure for attending the Meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
13. At the Extra-Ordinary General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall order voting, and only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
14. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
15. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and votes cast at the EGM shall be treated as invalid.
16. The remote e-Voting module on the day of the EGM shall be disabled from CDSL Portal for voting 15 minutes after the conclusion of the Meeting.
17. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
18. Members will be required to grant access to the web-cam to enable two-way video conferencing.
24. The Scrutinizer shall immediately after the conclusion of voting at the Extra-Ordinary General Meeting, first count the votes cast at/during the Extra-Ordinary General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
25. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
26. The results (of e-voting) declared along with the Scrutinizer's Report shall be placed on the Company's website at www.scansteels.com and on the website of CDSL www.evotingindia.com as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, immediately after the



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result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed not later than 48 hours of the conclusion of the EGM.

27. The resolutions, if passed by a requisite majority, shall be deemed to have been passed on the date of the Extra-Ordinary General Meeting (i.e., 27th February, 2024)
28. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM
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
30. The recorded transcript of the forthcoming EGM on 27.02.2024 shall be maintained by the Company and also be made available on the website of the Company www.scansteels.com in the Investor Relations Section, at the earliest soon after the conclusion of the Meeting.
31. Since the EGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

REGISTERED OFFICE :-

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

Place: Bhubaneswar

Date: 30th January, 2024

BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED

Sd/-

Prabir Kumar Das

(President & Company Secretary)



SCAN STEELS LIMITED

(CIN: L27209MH1994PLC076015)

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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. 1 to 4 of the Notice dated **30th January, 2024**

Item No. 1

The Company intends to alter the terms of existing Non-convertible Redeemable Preference Shares (NCRPS) such that the said NCRPS will have an option by which, the same may become convertible preference shares, in part or full, based on the mutual consent of the NCRPS holders and the Company, from time to time subject to receipt of all necessary approvals, which in turn will require the issuance and allotment of Optionally Convertible Redeemable Preference Shares (OCRPS). Consequently, the authorized share capital of the Company is required to be altered.

The increase as well as reclassification in authorised share capital of the Company will require an amendment to Clause V of the Memorandum of Association of the Company.

Accordingly, the Board of Directors of the Company recommends passing the aforesaid resolution as an Ordinary Resolution.

None of the Directors and Key Managerial personnel of the Company are concerned or interested in the proposed resolution, directly or indirectly through any of their relatives except to the extent of shares held by them.

Item No. 2

With an objective to retain funds in the Company towards its long-term business objectives and to create value for the stakeholders, the management of the Company intends to make changes in the existing terms of the Non-Convertible Redeemable Preference Shares (NCRPS) Holders so as to insert the option of making it convertible into Optionally Convertible Preference Shares (OCRPS) in part or full, based on the mutual consent of the NCRPS holders and the Company from time to time subject to receipt of all necessary approvals.

Upon discussion with NCRPS Holders, the NCRPS Holders have agreed to insert the option of "convertibility" to the existing terms of NCRPS issued.



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The revised terms of NCRPS will be as follows:

Particulars	Original terms	Proposed alterations
Size of the issue and number of preferences shares to be issued and nominal value of each share	1,28,49,605 Non-Convertible Redeemable Preference Shares ("NCRPS") of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 30 fully paid-up	1,28,49,605 Non-Convertible Redeemable Preference Shares ("NCRPS") of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 30 fully paid-up
Nature of such shares i.e. cumulative or non-cumulative, participating or nonparticipating, convertible or nonconvertible	Non-Convertible & Non-Cumulative, Non-Participating	Non-Convertible & Non-Cumulative, Non-Participating However, based on the mutual consent of the Company and the NCRPS Holder, the NCRPS may be made convertible into equity shares in part or full, from time to time subject to receipt of all necessary approvals.
Price at which such shares are proposed to be issued	Rs. 40/- per share including premium of Rs. 30/-	Rs. 40/- per share including premium of Rs. 30/-
Dividend Coupon Rate	1% yearly on face value	1% yearly on face value of outstanding NCRPS
Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The Preference Shares shall be redeemed out of profits or out of the proceeds of the fresh issue of shares at or after the end of Fifth year but within a period of 20 years either in one or more tranches as may be determined by the Board of Directors of the Company in its absolute discretion at such price as may be decided but, in any case, not less than the price of Rs. 44/- (Rupees Forty-Four Only).	The Preference Shares shall be redeemed out of profits or out of the proceeds of the fresh issue of shares or by way of issuance of optionally convertible securities at or after the end of Fifth year but within a period of 20 years either in one or more tranches as may be determined by the Board of Directors of the Company in its absolute discretion at such price as may be decided but, in any case, not less than the price of Rs. 44/- (Rupees Forty-Four Only).

None of the Directors and Key Managerial personnel of the Company are concerned or interested in the proposed resolution, directly or indirectly through any of their relatives except to the extent of shares held by them. The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the Members.



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Item No. 3

As mentioned in the explanatory statement of item no. 2 it is proposed to alter the terms of Non-convertible Redeemable Preference Shares (NCRPS), such that the said NCRPS would become convertible into equity shares in part or full, from time to time subject to receipt of all necessary approvals.

In the light of the above it is proposed to issue 62,50,000 Optionally Convertible Preference Shares (OCRPS) in lieu of the same number of the NCRPS to the existing NCRPS holders on terms and conditions mentioned below:

Terms of 62,50,000 Optionally Convertible Redeemable Preference Shares (OCRPS) arising out of alteration in terms of Non-Convertible Redeemable Preference Shares

Particulars	Details
Nature of securities	62,50,000 Optionally Convertible Redeemable Preference Shares ("OCRPS") having face value of Rs. 10/- (Rupees Ten Only)
Purpose of the Issue	The OCRPS are issued pursuant to alteration in the terms of Non-convertible Redeemable Preference Shares of the Company.
Applicable Laws	<ul style="list-style-type: none"> • Section 42, 55, 62 (1) (c), 177 and 179 of the Companies Act, 2013 ('Act') • SEBI ICDR Regulations • SEBI LODR Regulations • SEBI PIT Regulations • Any other applicable laws
Authority for issuance of OCRPS	The OCRPS are issued pursuant to approval of the board at their meeting held on 30 th January, 2024, approval of the holders of NCRPS and also approval of the shareholders at their meeting held on 27 th February, 2024
Price at which OCRPS shall be issued	Each OCRPS shall be issued at Rs. 70.53/- (Rs. Seventy and Fifty-Three Paise) including the premium of Rs. 60.53/- (Rupees Sixty and Fifty-Three Paise) as per the valuation report obtained from the registered valuer.
Mode of issuance	OCRPS are being issued pursuant to alteration in the terms of NCRPS under private placement mode
Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Convertible into equity shares at the option of the OCRPS Holders. Till the time conversion is not exercised, the OCRPS shall be non-cumulative and non-participating.
Dividend Rate	1% yearly on face value.



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Terms of conversion	Each OCRPS shall be convertible into 1 (One) equity shares of Rs. 10 each of the Company at the option of the holders at any time on or before 11 th August 2035, from the date of present modification.
Terms of redemption, including the tenure of redemption, redemption of shares at premium	In case the option of conversion is not exercised by the OCRPS Holder within on or before 11th August, 2035 from the date of present modification, the OCRPS shall be redeemed out of the sources provided for under applicable provisions of law within 30 days from the end of the period available for conversion, at a price not less than the price of Rs. 90/- (Rupees Ninety only).
Ranking of Equity shares	The Equity Shares to be allotted upon conversion of the OCRPs shall rank pari-passu with the existing Equity Shares of the Company in all respects, including in respect of voting rights and dividend payment, rights on winding-up.
Variation in terms	The terms of OCRPS herein cannot be altered without the express and mutual consent of the Investor/ Holder and the Issuer.
Transferability of OCRPS	The OCRPS shall be freely transferable subject to compliance with applicable laws

Necessary information/details in relation to the proposed preferential issue as required under Chapter V of the SEBI ICDR Regulations and Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder are set forth below:

(I) Particulars of the offer including date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on Tuesday, 30th January, 2024 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issuance of 62,50,000 OCRPS of face value of Re. 10/- each to existing NCRPS Holders, in lieu of the same number of NCRPS.

(II) Objects of the Preferential Issue:

With an objective to retain funds in the Company towards its long-term business

objectives and to create value for the stakeholders, the management of the Company intends to make changes in the existing terms of the Non-Convertible Redeemable Preference Shares (NCRPS) Holders so as to insert the option of making it convertible into Optionally Convertible Preference Shares (OCRPS) in part or full, based on the mutual consent of the NCRPS holders and the Company from time to time subject to receipt of all necessary approvals.

In the light of the above it is proposed to issue 62,50,000 Optionally Convertible Preference Shares (OCRPS) in lieu of the same number of the NCRPS to the existing NCRPS holders on terms and conditions.

(III) Maximum number of specified securities to be issued:

62,50,000 (Sixty-two Lakhs and Fifty Thousand) OCRPS



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(IV) Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 62,50,000 OCRPS having a face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 70.53/- (Rs. Seventy and Fifty-Three Paise only) each including a premium of Rs. 60.53/- (Rupees Sixty and Fifty-Three Paise only) in lieu of the same number of NCRPS.

(V) The price at which the allotment is proposed:

The price at which the allotment is proposed is Rs. 70.53/- (Rs. Seventy and Fifty-Three Paise only) per OCRPS, which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 60.53/- (Rupees Sixty and Fifty-Three Paise only) as premium per OCRPS.

The OCRPS are being issued in exchange of NCRPS, hence there will be no cash consideration involved in this allotment.

(VI) Basis on which the price of the Preferential Issue has been arrived at along with the report of the registered valuer:

The price has been arrived at on the basis of a valuation report being obtained from Ms. Madhumita Karar, Registered Valuer, [Reg No- IBBI/RV/06/2018/10341] in terms of Regulation 166A of SEBI ICDR Regulations.

The valuation report has been uploaded on the website of the company and can be accessed at <https://www.scansteels.com/wp-content/uploads/2023/03/VALUATION%20REPORT.pdf>

(VII) Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be allotted pursuant to exercise of option by the OCRPS Holders is Thursday, January 25, 2024, being the last working day prior to the commencement of thirty days prior to the date of EGM.

(VIII) Name and address of the registered valuer

Ms. Madhumita Karar, Registered Valuer, [Reg No- IBBI/RV/06/2018/10341] having office at Chatterjee International Centre, Flat no.13, 17th floor,33-A, Jawaharlal Nehru Road, Park Street area, Kolkata-700017.

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

The pre issue shareholding pattern of the Company as per latest Ben Pos as on January 26, 2024 and the post-issue shareholding pattern (considering full conversion of 62,50,000 OCRPS) is mentioned herein below:



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Sl. No	Category of Shareholders	Pre issue Shareholding		Post Issue Shareholding	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A)	Promoter and Promoter Group				
	(a) Indian				
	Individual	10234423	19.55	10234423	17.46
	Bodies corporate	14950076	28.56	18339633	31.30
	(b) Foreign	0	0	0	0
	Total Promoter and Promoter Group (A)	25184499	48.11	28574056	48.76
B)	Non promoters / Public Shareholding				
I	Institutional Investors				
	Any other (Institutions (Domestics))	0	0	0	0
II	Government Holding	0	0	0	0
III	Non-Institutions				
	(a) Individuals	8420218	16.08	8420218	14.37
	(b) Body Corporate	18273036	34.90	21133479	36.06
	(c) Directors and relatives	0	0	0	0
	(d) KMP	250	0	250	0
	(e) Any other (including NRIs)	474292	0.91	474292	0.81
	Total Public Shareholding (B)	27167796	51.89	30028239	51.24
	Total (A+B)	52352295	100.00	58602295	100.00

(X) Amount which the Company intends to raise by way of OCRPS.

Since the 62,50,000 OCRPS are being issued in exchange of the same number of NCRPS pursuant to conversion in the terms of NCRPS, hence there is no cash consideration involved in the preferential issue.

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

The allotment of OCRPS shall be made to existing NCRPS Holders.

(XII) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:

The OCRPS will be offered to and be subscribed by the promoters and members of promoter group only, in the following manner:

Sl. no.	Name of the Proposed Allottee(s)	No. of OCRPS to be allotted
1.	Bayanwala Brothers Pvt. Ltd.	33,89,557 Shares



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(XIII) The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the OCRPS on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members.

In case any approval or permission by any regulatory authority or the Central Government for allotment is pending the period of fifteen days shall be counted from the date of application or approval of the application as the case may be.

(XIV) The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

Sl. no.	Name of the Proposed Allottee(s)	No. of shares	% of post preferential offer capital
1	Bayanwala Brothers Pvt. Ltd. Shares	8,773,058	14.97
2	Gopikar Supply Pvt. Ltd.	3,430,881	5.85
3	Ascon Merchandise Pvt. Ltd.	2,117,562	3.61

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

As per SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 control means:

"Control includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly

or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner:

Provided that a director or officer of a target company shall not be considered to be in control over such target company, merely by virtue of holding such position"

The proposed allotment of OCRPS does not change the rights of any person or persons acting individually or in concert, directly or indirectly to appoint majority of the directors or to control the management or policy decisions exercisable, by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner. Hence, there is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the OCRPS.

(XVI) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person.

(XVII) justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

With the intention to retain funds in the Company towards its long-term business objectives and to create value for the stakeholders, the management of the Company intends to as well as the NCRPS Holders mutually intend to insert an option of "convertibility" to the existing NCRPS.



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Upon discussion with NCRPS Holders, the NCRPS Holders have proposed to insert the option of "convertibility" to a part of the total NCRPS issued, thus making the same convertible at the option of the investors, and retain the remaining NCRPS as such.

In view of the same, it is proposed to alter the terms of the NCRPS, such that the said NCRPS would become convertible into equity shares in part or full, from time to time subject to receipt of all necessary approvals and consequently issuance of 62,50,000 OCRPS is proposed in exchange of same number of NCRPS.

(XVIII) Lock-in Period:

The OCRPS to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Any existing equity shares held by the Allottee

shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(XIX) Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares which will be allotted pursuant to exercise of option by the OCRPS Holders. The above shares, once allotted, shall rank *pari-passu* with the then existing equity shares of the Company in all respects.

(XX) Identity of the natural persons who are the ultimate beneficial owners of the OCRPS 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 and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre-Issue Equity holding		No. of OCRPS to be allotted	Post issue Equity Holding (After exercise of Option by OCRPS Holders)	
			No. of shares	%		No. of shares	%
1	Bayanwala Brothers Pvt. Ltd. Shares	Rajesh Gadodia	53,83,501	10.28	33,89,557	8,773,058	14.97
2	Gopikar Supply Pvt. Ltd.	Nimish Gadodia	20,00,000	3.82	14,30,881	3,430,881	5.85
3	Ascon Merchandise Pvt. Ltd.	Not Applicable	6,88,000	1.31	14,29,562	2,117,562	3.61



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(XXI) The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

There is no change in status of allottees.

(XXII) Practicing Company Secretary's Certificate:

A certificate from Mr. Amarendra Mohapatra, Practicing Company Secretary, certifying that the preferential issuance of OCRPS is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at <https://scansteels.com/others/>

(XXIII) Other Disclosures:

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal

approval is made by the Company to the stock exchange(s) where its equity shares are listed;

- v. The Company shall be making application seeking in-principal approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing; and
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations.
- viii. The Proposed Allottees and the promoter and promoter group have not sold any equity shares during 90 trading days preceding the Relevant Date.

The approval of the Members is being sought to enable the Board to issue and allot the OCRPS on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Further, the Company is also authorized to issue and allot equity shares in accordance with the terms of the OCRPS approved under the aforesaid resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.



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The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the Members.

Item No. 4

based on the recommendations of the Nomination and Remuneration Committee ('NRC'), The Board of Directors of the Company, at its meeting held on January 30, 2024 had appointed Ms. Konika Poddar, (DIN: 10435224) as an Additional Director (Non-Executive-Independent Woman Director) of the Company for a First term of 5 (five) consecutive years commencing from January 30, 2024 not liable to retire by rotation, subject to the approval of the Members of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

Ms. Konika Poddar has consented to act as Director of the Company, and submitted her Consent in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 subject to appointment by the Members and has Intimated in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that She is not disqualified under Section 164(2) of the Act from being appointed as a Director.

Further, she has also given her declaration to the Board that She meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Konika Poddar has confirmed that She is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that She is not debarred from holding the office of a director by virtue of any SEBI Order or any such Authority. Further, Ms. Konika Poddar has confirmed that She is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). And She is Exempted from Clearing the online proficiency self-assessment test conducted by IICA.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Brief Profile: Ms. Konika Poddar, aged 33 years, is a commerce graduate, and a member of The Institute of Company Secretaries of India. having more than 07 years of experience in Legal, Secretarial, Indirect Taxation and FEMA Matters.

In the opinion of the Board, Ms. Konika Poddar fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent Woman (Non-Executive) Director of the Company and is independent of the management.

Copy of draft letter of appointment of Ms. Konika Poddar, setting out the terms and conditions of her appointment, The terms and conditions of the appointment of Independent Directors and the notice received from the member proposing her candidature is available for inspection by the members during business hours in between



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11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public Holiday) at the Registered Office of the company up to the date of the EGM. Alternatively, Members can send a request along with their DP/Client ID or Folio No. from their registered email address to the Company at secretarial@scansteels.com.

Ms. Konika Poddar 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 and is interested in the resolutions set out at Item Nos. 4 of the Notice with regard to her appointment.

The relatives of Ms. Konika Poddar may be deemed to be interested in the respective resolution to the extent of their shareholding interest, if any, in the Company. Except Ms. Konika Poddar and her relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

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Web Site: www.scansteels.com

Email – id: secretarial@scansteels.com

Place: Bhubaneswar

Date: 30th January, 2024

Brief profile of Director whose appointment as an Independent Director is proposed at Item Nos. 4, is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Ms. Konika Poddar as an Independent Woman Director (Non-Executive) for 5 (five) consecutive years commencing from January 30, 2024 is now placed for the approval of the members by a Special Resolution.

Based on her qualifications, experience, skills, and knowledge, the Board considers that Ms. Konika Poddar's association would be of immense benefit to the company, and accordingly, the Board recommends passing of the Special Resolution as set out in Item No. 4 of the Notice for the approval of the members of the company.

BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED

Sd/-

Prabir Kumar Das

(President & Company Secretary)



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

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

Name	Date of Birth and Age and Nationality	Qualification	Experience	Position in the Company	Listed Co. (other than SSL) in which directors hold directorship and committee membership.			Share-holding In the Co.	Directors inter-se relation	Date of first appointment on the Board
					Directorship	Chairperson of Board committee	Members of Board Committee			
Ms. Konika Poddar (DIN: 10435224)	28.03.1990 33 Years Indian.	B. Com, Company Secretary	having more than 07 years of experience in Legal, Secretarial, Indirect Taxation and FEMA Matters	Independent Woman Director (non-executive)	Nil	Nil	Nil	Nil	None	30.01.2024

*None of the directors Specified above is the beneficial owner of the shares in the company. Also, there are no listed entities from which Ms. Konika Poddar has resigned in the past three years. Further, she is Not holding a directorship or Committee Membership in any other company other than Scan Steels Limited.

*The details of Board and Committee Meetings attended by the Director (wherever applicable) during the FY 2023-24 - Not Applicable

*The details of remuneration/Sitting Fees, (wherever applicable) - Not Applicable



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CORRIGENDUM TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SCAN STEELS LIMITED TO BE HELD ON FEBRUARY 27, 2024

This is in reference to the Notice of Extra Ordinary General Meeting dated January 30, 2024. ("**EGM Notice**") of Scan Steels Limited ("**the Company**") to be held on Tuesday, February 27, 2024 at 11.00 a.m. (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVAM) facility. The Notice of the EGM ("**Original Notice**") has been dispatched to the Shareholders of the Company in due compliance with provisions of the Companies Act, 2013 read with relevant rules made thereunder and Listing Regulations and as per applicable MCA/SEBI circulars on February 05, 2024, for seeking Members approval for matters contained in the said notice.

This announcement ("Corrigendum to the Notice of the Extra Ordinary General Meeting to be Held on February 27, 2024") is in continuation of and should be read in conjunction with the EGM notice dated January 30, 2024 ("**Original Notice**").

Please take note of the following changes in the Original Notice of EGM dated January 30, 2024:

- a. The words '11th August, 2035', wherever appearing in the Original Notice shall be read as '11th August, 2025'.
- b. In clause XX of the item no. 3 of the Explanatory Statement- Rajesh Gadodia shall be deemed to be the Ultimate Beneficial Owner of the Ascon Merchandise Pvt Ltd:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre-Issue Equity holding		No. of OCRPS to be allotted	Post issue Equity holding (After exercise of Option by OCRPS Holders)	
			No. of shares	%		No. of shares	%
1	Ascon Merchandise Pvt Ltd	Rajesh Gadodia	6,88,000	1.31	14,29,562	2,117,562	3.61

It is further informed that the aforesaid changes do not impact the Resolution and/ or the pre-issue and post-issue shareholding pattern of the Company. All the concerned Members, stock exchanges, depositories, registrar and share transfer agent, the agency appointed for e-voting, the scrutinizer and other authorities and all other concerned persons are requested to take note of the above.

All other particulars and details mentioned in the EGM Notice dated January 30, 2024 ("**Original Notice**"). save and except as amended by this Corrigendum, shall remain unchanged.



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On and from the date hereof, the Notice of the EGM shall always be read in conjunction with this corrigendum ["Corrigendum"] which is also being uploaded on the website of the Company at www.scansteels.com under <https://scansteels.com/notice-of-general-meetings/> and on the website of Stock Exchange(s) i.e., Bombay Stock Exchange at www.bseindia.com.

The said corrigendum shall be ratified in the ensuing Extraordinary General Meeting.

The said corrigendum will also be published in newspapers: Financial Express (English Language) and Pratahkal (Marathi Language)

REGISTERED OFFICE: -

104-105, "E-Square", Subhash Road,

Opp. Havmor Ice Cream,

Vile Parle (E), Mumbai - 400057

CIN: L27209MH1994PLC076015

Web Site: www.scansteels.com

Email - id: secretarial@scansteels.com

Place: Bhubaneswar

Date: 19th February, 2024

BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED

Sd/-

Prabir Kumar Das

(President & Company Secretary)