

## SCAN STEELS LIMITED

(CIN: L27209MH1994PLC076015)

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

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

Tel: 022-26185461/62 Fax 022-26185463

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

## NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of SCAN STEELS LIMITED will be held on Saturday, the 29th day of September, 2018 at 10.00 A.M. at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 to transact the following business:

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Gadodia (DIN: 00574465), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:-

#### 3. Ratification of Cost Auditors' Remuneration

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

"Resolved that, in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors), Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the remuneration of Messrs. Ray, Nayak & Associates, Cost Accountants,

appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of Cost Records maintained in respect of all applicable products of the Company for the financial year 2018-19, at ₹45000/- plus tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified."

#### 4. Appointment of Mr. Praveen Kumar Patro as the Director of the Company

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

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 152,197, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with provisions of Section 196, 198 & Schedule V of the Companies Act, 2013 and Article 19 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Praveen Kumar Patro (DIN: 02469361), as a Executive Director of the Company designated as Director – Project for the period of five years with effect from 30th May, 2018 to 29th May, 2023, liable to retire by rotation, as well as the payment

of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner so as to not exceed the limits specified in Schedule V to the Act , as may be agreed to between the Board of Directors and Mr. Praveen Kumar Patro.

**RESOLVED FURTHER THAT** the remuneration

payable to Mr. Praveen Kumar Patro, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid 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

Place: Bhubaneswar  
Date: 14th August, 2018

BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED

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

## NOTES

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf and the proxy need not be a member of the company. Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting. A blank proxy form is enclosed with this report.  
  
During the Period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable
4. Information under regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings, in respect of the directors seeking appointment / reappointment at the AGM, forms integral part of the notice.  
  
The Director[s] have furnished consent / declaration for his/their appointment / re- appointment as required under the Companies Act, 2013 and the Rules there under.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, M/s. SRB & Associates, Chartered Accountant (Firm's Registration No. 310009E), Bhubaneswar, who were appointed in the Annual General Meeting held on December 30, 2014.
6. 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 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane , Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra, 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.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can

- submit their PAN to the Company / RTA - Adroit Corporate Services Pvt. Ltd.
8. As per SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 on Strengthening the Guidelines and Raising Industry Standards. Refer Point no. 12 under Provision II which states that all RTA's and clients to embark upon to collect PAN and Bank details of the physical Shareholders as per process stipulated in the circular and the whole exercise must be completed within 180 days of this circular, accordingly our Registrar and Share Transfer Agent of the Company- Adroit Corporate Services Pvt. Ltd, had already Started The Process for collecting the data from physical Shareholders of the Company as mentioned above, Members are requested to submit the data to our RTA as required at their earliest.
  9. Securities and Exchange Board of India (SEBI) has notified amendments to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 which will come into force on 5th December, 2018. Pursuant to these amendments, SEBI has mandated that transfer of securities would be carried out in dematerialized form only and shares held in physical form cannot be transferred to any other person unless the shares are held in dematerialized form. Only transmission or transposition of securities can be carried out if the shares are held in physical form. You are therefore requested to approach Depository Participants (DP) and get your shares demat on or before 5th December, 2018 in your interest.
  10. 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.
  11. 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.
  12. 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.
  13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22nd day of September, 2018 to Saturday, the 29th day of September, 2018 (both day inclusive).
  14. 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.
  15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members.  
  
To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with our Registrar & Share Transfer Agent - Adroit Corporate Services Pvt. Ltd, whose office is located at 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane , Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra.

16. In accordance with the Companies Act, 2013 read with the rules framed there under, the Annual Report 2017-2018 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copy of the Annual Report 2017-2018 is being sent by the permitted mode.
17. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the financial year ended on 31.03.2018 will also be available on the Company's website [www.scansteels.com](http://www.scansteels.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)
18. 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.
19. Corporate Members intending to send their authorized representatives to attend the AGM Pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
20. 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.
21. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form SH - 13 can be obtain from Adroit Corporate Services Pvt Limited (RTA),. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant (DP). The said form can also be downloaded from the Company's website [www.scansteels.com](http://www.scansteels.com) (under 'Investors' section).
22. 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.
23. **VOTING THROUGH ELECTRONIC MEANS**
- In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited ("CDSL"). The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a



Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below.

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

The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period begins on Wednesday, 26th September, 2018 from 9.00 a.m. and ends on Friday, 28th September, 2018 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 22nd September, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 28th September, 2018.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" Tab.
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the image verification as displayed and Click on Login

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the given sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SCAN STEELS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password / login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Person responsible to address the grievances connected with the electronic voting: Mr. Rakesh Dalvi, Manager of CDSL (Contact No - 1800225533). In case you have any queries or issues regarding e-voting, you may also refer the Frequently Asked Question

(FAQ) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under the help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2018 and as per the Register of Members of the Company.

(xxii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., 22nd September, 2018, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).

(xxiii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting.

(xxiv) M/s. Arihant & Associates [CA Arihant Kumar Bothra] (FRN-021046C), Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.

(xxv) A copy of this notice has been placed on the website of the company ([www.scansteels.com](http://www.scansteels.com)) and the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com))

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

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

**26. Voting through Physical Ballot Form:**

The members who do not have access to remote e-voting, are requested to fill in the physical ballot form being part of the Annual Report (a copy of the same is also part of the soft copy of the Annual Report) and submit the same in a sealed envelope to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot form must be received by the Scrutinizer at the office address on or before 28th September, 2018 (5.00 p.m.). The Scrutinizer's decision on the validity of the forms will be final. Members can opt for only one mode of voting i.e. either through remote e-voting or by ballot form. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.

**27. 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.

28. 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.

29. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
30. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.scansteels.com](http://www.scansteels.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be

communicated to BSE Limited, where the shares of the Company are listed. The above said report and results shall also be displayed on the notice board of the company at its registered office and its head office as well as corporate office. The resolutions, if passed by a requisite majority, shall be deemed to have been passed on the date of the Annual General Meeting (i.e. 29th September, 2018)

31. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)
32. Route-map from Andheri Railway Station to E-Square, the venue of the Meeting is as under.



**REGISTERED OFFICE:-**

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

Place: Bhubaneswar  
Date: 14th August, 2018

BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED

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

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

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 3 to 4 of the accompanying Notice dated 14th August, 2018.

### ITEM NO. 3

The Board of Directors of the Company (‘the Board’) at the meeting held on 30th May, 2018, on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s. Ray, Nayak & Associates, Partner CMA. Chaitanya Kumar Ray, Cost Accountants, to conduct audit of Cost Records maintained by the Company in respect of all applicable products of the Company for the financial year 2018-19 at a remuneration of ₹45000/- plus tax as applicable and reimbursement of out-of-pocket expense incurred.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors needs ratification by the Members. Accordingly, the members are requested to pass an Ordinary Resolution as set out in Item No. 3 of the notice for ratification of the payment of remuneration of the cost auditors for F.Y. 18-19.

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

### ITEM NO. 4

Mr. Praveen Kumar Patro (DIN: 02469361), aged about 44 years is a B-Tech (Electric) having

more than 17 years of industrial and business experience in steel sector. He is involved in Projects and operations of the Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on May 30, 2018 approved appointment of Mr. Praveen Kumar Patro as Additional Director on the Board of the Company with effect from May 30, 2018 as a Executive Director (designated as Director- project) in accordance with the provisions contained in Section 152, 161(1), 197 read with Section 196 , 198 & Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under. Mr. Praveen Kumar Patro will hold office up to the date of ensuing Annual General Meeting (“AGM”) and is eligible to be appointed as a director of the company. The Company has, in terms of Section 160 of the Act, received a notice in writing, from a member, proposing the candidature of Mr. Patro for the office of Director. Mr. Patro once appointed will be liable to retire by rotation and will be subject to the Company’s Policy on Retirement of Directors.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Praveen Kumar Patro and the terms and conditions of the appointment are given below:

#### I. Period of appointment:

May 30, 2018 to May 29, 2023

### II.A) Remuneration:

In the Board Meeting held on 30th May, 2018, it was proposed to pay overall salary of ₹ 6,00,000/- per annum. The salary payable to Mr. Praveen Kumar Patro is in consonance & comparable with industry norms and in accordance with the provisions of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The annual increments will be decided by the Board of Directors and will be merit-based and take into account other relevant factors.

### B) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of executive director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

### Notes:

- i. Mr. Praveen Kumar Patro shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company and it shall be Mr. Praveen Kumar Patro endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- ii. If Mr. Praveen Kumar Patro is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Director or any breach of the terms of his appointment, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on him and the Company may, by giving thirty days' notice in writing, terminate this appointment and he shall cease to be the Director of the Company, upon expiration of such notice.
- iii. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

The Company has received from Mr. Praveen Kumar Patro (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

Mr. Praveen Kumar Patro 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.

Brief particulars of Mr. Praveen Kumar Patro, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

The Board of Directors recommends the resolution in relation to the appointment of Executive Director, for the approval of the members of the Company.

Except Mr. Praveen Kumar Patro, none of the Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 4 of the Notice.

**REGISTERED OFFICE:-**

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

Place: Bhubaneswar  
Date: 14th August, 2018

BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED

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

**INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING.**

Name	Age	Qualification	Experience	Position in the Company	Listed Co. (other than SSL) in which directors hold directorship and committee membership.			Shareholdings in the Company	Directors inter-se relation
					Directorship	Chair person of Board Committees	Members of Board Committees		
Mr. Rajesh Gadodia	45 years	Mechanical Engineer	having more than 22 years of industrial and business experience, primarily in the steel sector. He is primarily involved in business development activities of the company and manages the distribution network of the company in the coastal, northern and southern region of Odisha and southern India operation. In finance he had the exposure in Treasury, Accounting, MIS, Forex Risk Management, Taxation, IT and all other related areas with exposure in India and overseas.	Non-Executive Chairman	Nil	Nil	Nil	3535531 (as on 31st March, 2018)	Nil
Mr. Praveen Kumar Patro	44 years	B-Tech (Electric)	having more than 20 years of industrial and business experience in steel sector. He is involved in Projects and operations of the Company.	(Executive) Director-Project	Nil	Nil	Nil	Nil	Nil



## SCAN STEELS LIMITED

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

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

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

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

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

Dear Sir,

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

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

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

\*Applicable for members holding shares in electronic form.

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

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

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

E-mail id for receipt of documents in

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

Date :

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

Place:

(Sole / First Shareholder)

#### Note:

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

## SCAN STEELS LIMITED

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

**25th Annual General Meeting- 29th September, 2018 at 10.00 a.m.**

### ATTENDANCE SLIP

DP ID:

Client ID:

Folio No: .....

No. of Shares:

Name of the Shareholder : .....

Joint Holder 1 : .....

Joint Holder 2 : .....

Registered address of the Shareholder : .....

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

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company to be held at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai-400057 on Saturday, the 29th Day of September, 2018 at 10.00 A.M.

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

#### NOTES:

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

# PROXY FORM

(Form No. MGT-11)

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the company, to be held on the 29<sup>th</sup> September 2018 at 10.00 A.M at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 and at any adjournment thereof in respect of such resolutions as are indicated below. The security holder may vote either for or against each of the resolutions mentioned in the AGM notice.

Sr. No.	RESOLUTIONS
1.	Ordinary resolution for adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the year ended 31-03-2018
2.	Ordinary resolution for re-appointment of director in place of Mr. Rajesh Gadodia (DIN: 00574465), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ordinary Resolution for ratification of Remuneration of Cost Auditors under section 148 of the companies Act, 2013
4.	Ordinary Resolution for Appointment and terms of remuneration of Mr. Praveen Kumar Patro as an executive director of the Company

Signed this.....day of.....2018

Signature of shareholder : .....

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

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

AFFIX  
REVENUE  
STAMP OF  
NOT LESS  
THEN Rs. 1

# SCAN STEELS LIMITED

(CIN L27209MH1994PLC076015 )

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

## **BALLOT FORM FOR VOTING ON RESOLUTIONS IN THE 25th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018 AT 10.00 A.M.**

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

I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 14th August, 2018, by conveying my / our assent or dissent to the resolutions by placing tick ( ✓ ) mark in the appropriate box below :

Sr. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
<b>ORDINARY BUSINESS</b>				
1.	Ordinary resolution for adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the year ended 31-03-2018			
2.	Ordinary resolution for re-appointment of director in place of Mr. Rajesh Gadodia (DIN: 00574465), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>SPECIAL BUSINESS</b>				
3.	Ordinary Resolution for ratification of Remuneration of Cost Auditors under section 148 of the Companies Act, 2013			
4.	Ordinary Resolution for Appointment and terms of remuneration of Mr. Praveen Kumar Patro as an executive director of the Company			

### **ELECTRONIC VOTING PARTICULARS**

<b>EVEN</b> <b>(E-Voting Event No.)</b>	<b>User ID</b>	<b>Password</b>

Signed this.....day of.....2018

Signature of shareholder :.....

## INSTRUCTION

1. In case of those members, who do not have access to e-voting facility, they can use this Ballot form and convey their assent / dissent to each one of the items of business to be transacted at the ensuing AGM.
2. A Member desiring to exercise vote by physical ballot form may complete this Ballot form and send it to the Company at its registered office in the name of Scrutinizer, on or before 28th September, 2018 (05.00 p.m.)
3. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 22nd September, 2018.
4. The Scrutinizer's decision on the validity of Ballot form will be final.
5. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Ballot Form. E-voting is optional. The detailed Procedure of e-voting is enumerated in the Notice of Annual General Meeting.
6. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through Ballot form subject to the form being found to be valid shall be treated as invalid.
7. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman.
8. The Results declared along with Scrutinizer's Report shall be displayed on the notice board of the company at its registered office and its head office as well as corporate office and on the website of company as well as on website of CDSL not later than 3 days of the passing of the resolutions at the AGM of the Company and communicated to Stock Exchanges where the shares of the Company are listed.