



Steel Exchange India Limited

Regd. Office : D.No:1-65/K/60, Plot No:60, Abhis Hiranya, 1ST Floor, Kavuri Hills, Hyderabad- 81^{TS}.

Phone: +91-40-23403725, 23413267, 40033501

Corp. Office : Block-A, Green City Towers, Green City, Vadlapudi, Visakhapatnam-530049, A.P

Phone: +91-891-2587175, 2749215, www.seil.co.in, E-mail : info@seil.co.in

GSTIN : 36AABCP9362L1ZX & 37AABCP9362L1ZV

CIN : L74100TG1999PLC031191

November 25, 2022

To
The Manager,
Department of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street,
Port, Mumbai – 400001

To
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Scrip Code: 534748

Scrip Code: STEELXIND

Dear Sir, Ma'am,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated 21st October, 2022 being sent to Members of the Company for seeking their approval by Postal Ballot through e-voting only, to the following Special Businesses:

1. Re-appointment of Mr. Bandi Suresh Kumar (DIN: 00206473) as Whole Time Director designated as Joint Managing Director of the Company.
2. Approval for Related Party Transactions of the Company for the Financial Year 2022-23.
3. Approval for Related Party Transactions of the Company for the Financial Year 2022-23.

The Company has engaged the services of CDSL for providing remote e-voting facility to all the members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 am on Monday the 28th November, 2022

End of e-voting: 5:00 pm on Tuesday the 27th December, 2022

The Postal Ballot Notice will also be available at the company website www.seil.co.in

This is for your information and records.

Kindly acknowledge receipt.

Thanking You,

For **Steel Exchange India Limited**

RAVEEND
RA BABU
MANNEM
Digitally signed
by RAVEENDRA
BABU MANNEM
Date: 2022.11.25
18:56:48 +05'30'

Raveendra Babu M

Company Secretary & Compliance Officer

M.No: A34409

Encl: As above

WORKS

Integrated Steel Plant : Sreerampuram, L.Kota Mandal, Vizianagaram District-535161. Phone : +91 - 8966-267218, 267111

Power Plant & SMS : Opp. Mandapalli New Bridge, Kothapeta, East Godavari District-533223.



STEEL EXCHANGE INDIA LTD
Strengthening our Planet

STEEL EXCHANGE INDIA LIMITED

(CIN: L74100TG1999PLC031191)

Registered Office: # D.NO:1-65/K/60, Plot No:60, Abhi's Hiranya, 1ST Floor,
1Kavuri Hills, Hyderabad-500081, Telangana.

Phone: +914040033501; Fax: +91 4023413267;

Corporate Office: Block A, 4th Floor, Green City Towers, Green City, Vadlapudi, Visakhapatnam –
530 046.

Telephone: +91-891-2587175,2587573 Fax: +91-891-2749215

E-mail: cs@seil.co.in; Website: www.seil.co.in



NOTICE OF POSTAL BALLOT

PLANT LOACTIONS

Integrated Steel Plant (ISP) -Sponge Iron Division, Rolling Division, SMS Billet Unit and 60 MW Power Plant: Malliveedu, L. Kota Mandal, Vizianagaram District–533301, **Power Plant & Steel Ingot Division:** Opp: Mandapalli New Bridge, Kothapeta (V & M) – 533 223 East Godavari (Dt).



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given to the Members of Steel Exchange India Limited ('the Company') pursuant to the provisions of Section 108 and Section 110 of the Companies Act 2013, as amended ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, ("the Rules") including any statutory modification or re-enactment thereof for the time being in force, General Circular No. 20/2021 dated 8th December, 2021 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and General Circular Nos. 20/2021 dated 8th December, 2021 together with other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circular'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards ("SS-2") on General Meetings issued by the Institute of Companies Secretaries of India, and other applicable laws, rules and regulations (including any statutory modification and/or re-enactment thereof for the time being in force as amended from time to time, that Steel Exchange India Limited ('the Company') is seeking the approval of the Members for the matters as considered in the resolutions appended below, through postal ballot i.e., voting by electronic means.

Further, the MCA has, vide the aforementioned Circulars, permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / Depository Participant / Depository and secure their votes through e-voting. The Notice will also be placed on the website of the Company (www.seil.co.in) and the website of CDSL. In respect of those shareholders who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect will be published.

The explanatory statement pertaining to the below mentioned resolutions setting out all material facts concerning items and the reasons thereto are annexed hereto for your consideration.

The Board of Directors of the Company has appointed M/s. B S S & Associates, Company Secretaries, Hyderabad, as the Scrutinizer for conducting the Postal Ballot through remote e-Voting/ e-Voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing e-voting facility to all its members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. on Tuesday, December 27, 2022.

The Scrutinizer will submit his report to the Chairman or Managing Director or any other Director of the Company or Company Secretary of the Company as authorised by the Board, if any, upon completion of scrutiny of e-Voting in a fair and transparent manner and the result of the Postal Ballot through e-voting

facility will be announced on or before Thursday, December 29, 2022, at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.seil.co.in, besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange India Limited.

SPECIAL BUSINESS:

Item No 1. Re-appointment of Mr. Bandi Suresh Kumar (DIN: 00206473) as Whole Time Director designated as Joint Managing Director of the Company:

To consider the re-appointment of Mr. Bandi Suresh kumar as Whole Time Director of the Company and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

"RESOLVED THAT pursuant to the provisions under Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Articles of Association, including any statutory amendments, modifications or re-enactment thereof and further subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Bandi Suresh Kumar as Whole Time Director designated as Joint Managing Director of the Company for a further period of 3 (Three) years with effect from 27th October, 2022 on the following terms and conditions:

Tenure	Three (03) years with effect from 27 th October 2022.
Salary	Rs.7,00,000 (Rupees Seven Lakhs only) per month for a period of three (03) years with effect from 27 th October, 2022
Performance Bonus/Benefit	Nil
Perquisites	<p>In addition to salary and Performance Bonus/Benefit as above said, the Whole Time Director designated as Joint Managing Director will be eligible for perks and allowances subject to a maximum of 75% of salary and these perquisites/ allowances may include the following. Valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act, 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.</p> <ol style="list-style-type: none"> Reimbursement of medical expenses actually incurred for self and his family members including dependent parents of appointee. House Rent Allowance at 10% of Salary per month/Rent free accommodation. Leave travel concession for self and family including dependent parents of appointee to and from any place in India and abroad once in a year in accordance with the rules of the Company. Club fees subject to a maximum of 2 clubs will be allowed, provided that no admission or life membership fees shall be paid. Personal accident insurance for a premium amount, which shall not exceed Rs.250,000/- per annum. Use of Company's car with driver for business purposes. Use of telephone and other communication facilities at residence for business purposes. Any other perquisite that may be allowed as per the guidelines issued by the central government from time to time.

Other benefits	<p>The Whole Time Director designated as Joint Managing Director will be eligible for:</p> <ol style="list-style-type: none"> Company's contribution to Provident Fund as per the rules of the Company. Company's contribution to Pension / Superannuation fund as per rules of the Company. Gratuity payable in accordance with the approved fund at a rate not exceeding one-half month's salary for each completed year of service as per rules of the Company. Encashment of leave at the end of tenure as per rules of the Company.
Minimum Remuneration	In the event of Company having no profits or its profits are inadequate in any financial year during the tenure of the appointment, then the remuneration of Whole Time Director designated as Joint Managing Director shall be governed by the Section II of Part II of the Schedule V to the Companies Act, 2013 as amended from time to time.
Nature of duties	As Whole Time Director designated as Joint Managing Director of the Company, he is responsible for the corporate and business operations of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Joint Managing Director of the Company.

"RESOLVED FURTHER that the aggregate sum of remuneration and perquisites, in any financial year shall not exceed the limits prescribed from time to time under Section 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and if in any financial year during the tenure of office of Mr. Bandi Suresh Kumar, the Company has no profits or its profits are inadequate, he will be paid remuneration by way of salary and perquisites, subject to applicable provisions of Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014."

"RESOLVED FURTHER that the Board of Directors be and are hereby authorized to alter or vary the terms and conditions of the said appointment so as not to exceed the limits specified in Section 197 read with Schedule V or other applicable provisions, if any, of the Companies Act, 2013 or any other amendments thereto, as may be agreed between the Board and Mr. Bandi Suresh Kumar."

"RESOLVED FURTHER that Board of directors be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign and execute any deeds / documents/ undertakings/agreements/papers/writings as may be required in this regard and to delegate all or any of these powers to any director(s) or officer(s) of the Company."

Item No 2. Approval for Related Party Transactions of the Company for the Financial Year 2022-23:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with SAWP Steel Limited, related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Sale, Purchase of Goods or Services and lease rent, and any other obligations on such terms and conditions as the Board of Directors may deem fit, up to a maximum value of Rs.300 Crore for the financial year 2022-23.

RESOLVED FURTHER THAT the Board of Directors, Company Secretary or Chief Financial Officer be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

Item No 3. Approval for Related Party Transactions of the Company for the Financial Year 2022-23:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Vizag Profiles Private Limited, related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Sale, Purchase of Goods or Services and lease rent, and any other obligations on such terms and conditions as the Board of Directors may deem fit, up to a maximum value of Rs.200 Crore for the financial year 2022-23.

RESOLVED FURTHER THAT the Board of Directors, Company Secretary or Chief Financial Officer be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Steel Exchange India Limited**

Sd/-

Raveendra Babu M
Company Secretary
M.No: A34409

Place: Hyderabad
Date: 21.10.2022

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No.1 to Item No. 3
2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December, 2021 (the "MCA Circulars"), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 18th November, 2022. Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off date will be considered for the purpose of e-voting. Members may note that this Notice also will be available on the Company's website, www.seil.co.in and on the website of Central Depository Services (India) Ltd. ("CDSL"), www.evotingindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such voting only. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on Monday, November 28, 2022 from 09.00 a.m. (IST) and shall end on Tuesday, December 27, 2022 at 05:00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
4. The Board of Directors of the Company ("the Board"), have appointed M/s B S S & Associates, Company Secretaries, Hyderabad as the Scrutinizer, for conducting the said Postal Ballot through remote e-voting process in a fair and transparent manner.
5. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to cs@seil.co.in.
6. The Notice has also been placed on Company's website: www.seil.co.in and CDSL's e voting website i.e., www.evotingindia.com and will also be available on the website of stock exchanges i.e., www.bseindia.com And www.nseindia.com
7. In case the shareholder has not registered his/her/their email addresses with the Company / its RTA / Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed.
8. Members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holding with the Company's RTA, Venture Capital and Investments Private Limited at 12-10-

167, Bharat Nagar, Hyderabad, 500018, Telangana.

9. A Member cannot exercise his vote by proxy on Postal Ballot through remote e-voting.
10. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e., Tuesday, December 27, 2022.

THE INTRUCTIONS FOR E-VOTING IS AS UNDER:

- (i) The e-voting period begins on Monday, the 28st November, 2022 at 9:00 am and ends on Tuesday, the 27th December, 2022 at 5:00 pm. 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 18th November, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (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 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** 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 URL for users to login toEasi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.com either on a Personal Computer or on a mobile. 2) 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 User ID and Password. After successful authentication, you will be able to see e-Voting services. 3) 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 5) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a PersonalComputer 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. 6) 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 aVerification Code as shown on the screen. 7) 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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.
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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
Individual Shareholders holding securities in Demat mode with CDSL	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.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in

Bank Details OR Date of Birth (DOB)	your demat account or in the company records in order to login. <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.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 <Steel Exchange India 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a 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.
- (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 and Custodians –For Remote e-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.
 - 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 should be mailed to 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.

- Alternatively, Non-Individual shareholders are required 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; cs@seil.co.in, 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- 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 email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 on contact at toll free no. 1800 22 55 33

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

Item No 1: Re appointment of Mr. Bandi Suresh Kumar (DIN: 00206473) as the Whole Time Director designated as Joint Managing Director of the Company:

Mr. Bandi Suresh Kumar is responsible for Sales & Marketing, Raw Material Procurement, Financing and Administration. He has previously worked at the Sirpur Paper Mills Limited before venturing into steel trading. He has more than 20 years of experience in steel industry. He holds a B.E. in Mechanical Engineering from Amravati University, Maharashtra.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on October 21, 2022 approved the re-appointment of Mr. Bandi Suresh Kumar (DIN:00206473) as the Whole Time Director designated as Joint Managing Director of the Company for a further period of three years with effect from 27th October, 2022 in accordance with the provisions contained in Section 196 and 197 and Schedule V of the Companies Act, 2013 and on terms and conditions including remuneration and perquisites etc., as detailed in the resolution.

The Board of Directors recommends the special resolution in relation to the reappointment of the Whole Time Director designated as Joint Managing Director for the approval of the members of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Statement as required under Schedule V of the Companies Act, 2013 and details as required under Secretarial Standards- are annexed to the Notice.

Except Mr. B. Suresh Kumar himself, Mr. B. Satish Kumar and Mr. B. Ramesh Kumar, and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 1.

Approval of the members is required by way of Special Resolution for appointment and payment of remuneration. The disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is provided at Annexure to this Notice.

Item No. 2 & 3: Approval for Related Party Transactions of the Company for the Financial Year 2022-23:

The Members of the Audit Committee of Steel Exchange India Limited ('SEIL'/ 'Company'), had, on October 21, 2022, granted an omnibus approval for related party contract(s) / arrangement(s) for a value of Rs. 300 crores with SAWP Steel Limited and Rs. 200 crores with Vizag Profiles Private Limited for FY 2022-23 for procurement of Required Raw Material and other services from M/s. Vizag Profiles Private Limited & M/s. SWAP Steel Limited. The estimated value of the contract(s) / arrangement(s) exceeds the threshold limit of 10% of the annual consolidated turnover as per the last audited financial statements of the Company for FY 2021-22, then amounting to a material related party transaction in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

To ensure that the operations of the Company are not interrupted, approval of the Members is being sought, for entering into related party transaction(s) with Vizag Profiles Private Limited and SAWP Steel Limited for a maximum Rs. 300 crores with SAWP Steel Limited and Rs. 200 crores with Vizag Profiles Private Limited for FY 2022-23. As per the requirements of Regulation 23(4) of the Listing Regulations, all

material related party transactions shall require the approval of members through a Resolution.

Further, explanation to Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Vizag Profiles Private limited and SAWP Steel Limited both are related parties in terms of Regulation 2(1) (zb) of the Listing Regulations.

The estimated maximum value of the above-mentioned transaction(s) with each of the said related parties for FY 2022-23 is expected to breach the materiality threshold of 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company for FY 2021-22. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure the Members' approval for related party contract(s)/arrangement(s) to be entered into with Vizag Profiles Private limited and SAWP Steel Limited for a maximum value as specified above for FY 2022-23.

Your Company requires sufficient raw materials for smooth operations of the company and to ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with M/s. Vizag Profiles Pvt. Ltd. and M/ s. SAWP Steel Ltd., which are related parties of the company.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into with the both entities come within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

In the Audit Committee meeting held on October 21, 2022, the Management provided all the information relevant details of the proposed RPTs, including material terms and basis of pricing, justification for the requirement of transactions. The Audit Committee, after reviewing all necessary information, granted its approval for entering into the below mentioned material related party transactions. The Audit Committee also noted that the said transactions will be at an arm's length pricing basis and will be in the ordinary course of business.

Sl. No.	Description	Details of proposed transactions between the Company and its related parties	
		Resolution No. 2	Resolution No. 3
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed related party transaction		
(a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SAWP Steel Limited Key management personnel/their relatives exercise significant influence	Vizag Profiles Private Limited (Common Director)
(b)	Type, material terms, monetary value and particulars of the proposed related party transaction (including tenure & value of transaction)	Sale, purchase or supply of goods or materials Availing or rendering of services and leasing of property	Sale, purchase or supply of goods or materials Availing or rendering of services and leasing of property
(c)	Percentage of the Company's annual	27.27	18.18

	consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed related party transaction.		
2	Justification for the proposed related party transaction	Arrangement is commercially beneficial.	Arrangement is commercially beneficial.
3	Details of proposed transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	Not Applicable	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable	Not Applicable
5	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed related party transaction	30	40

Except Shri B Suresh Kumar, Shri B Suresh, Shri V V Krishna Rao, and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, either directly or indirectly, in the Resolution mentioned at Item No. 2 & 3 of the Notice.

Your directors recommend the resolution as set out in the notice for approval by the members.

By Order of the Board of Directors
For **Steel Exchange India Limited**

Sd/-

Place: Hyderabad
Date: 21.10.2022

Raveendra Babu M
Company Secretary
M. No: A34409

Information pursuant to Schedule V of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 in respect of Directors Appointment/re-appointment/fixation of remuneration in the ensuing General Meeting.

Statement as required under Schedule V of the Companies Act, 2013

I. General Information				
1	Nature of industry	The Company is a leading manufacturer of Steel with "Simhadri TMT" Bars and Power Production.		
2	Date or expected date of commencement of commercial production	24.02.1999		
3	In case of new companies, expected date of commencement activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators	<i>(Rupees in Lakhs)</i>		
		Description	2021-22	2020-21
		Total Revenue	111974.56	92204.77
		Total Expenditure	110526.22	77941.50
		Profit/(loss) before Tax	1448.33	14263.27
		Net current tax expense		(265.30)
		Net Profit / (loss)	11636.57	14009.64
5.	Foreign investments or collaborations, if any	Nil		

II. Information on about the appointee		
		B Suresh Kumar
1	Background details	Mr. Bandi Suresh Kumar is responsible for Sales & Marketing, Raw Material Procurement, Financing and Administration. He has previously worked at the Sirpur Paper Mills Limited before venturing into steel trading. He has more than 25 years of experience in steel industry. He holds a B.E. in Mechanical Engineering from Amravati University, Maharashtra.
2	Past Remuneration	Rs.84.00 Lakhs per year
3	Recognition or awards	N. A
4	Job profile and his suitability	As Joint Managing Director of the Company he is responsible for the corporate and business operations of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience, educational background,

		knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Joint Managing Director of the Company
5	Remuneration proposed	The remuneration details are provided in the resolution and explanatory statement.
6	Comparative remuneration Profile with respect to Industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. B Suresh Kumar and the responsibilities shouldered on him and the industry bench marks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.
7	Pecuniary relationship directly or indirectly with company or relationship with the managerial personnel or other director, if any	Brother of Mr. B Satish Kumar, Managing Director and Mr. B Ramesh Kumar, Joint Managing Director of the Company

III. Other Information

1	Reasons of loss or inadequate profits	The company did not incur any loss in the year 2021-22 and barring unforeseen circumstances, there is no likelihood of the company incurring any loss during his proposed tenure as the Whole Time Director designated Joint Managing Director.
2	Steps taken of proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance / liquidity, including lowering its operating cost, improved productivity and cost control measures have been put in place.
3	Expected increase in productivity and profits in measurable terms	The Company expects that the improvement in steel demand will enable increase in production levels and profitability. The management continues to be optimistic towards the external economic environment and expects steel demand to become more consistent and robust in the current financial year. Further, the company successfully various steps (including debt resolution scheme with lenders) taken would contribute in increased revenues and higher margins.

Additional information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 notified under Section 118 (10) of the Companies Act, 2013

Name of the Director	B Suresh Kumar
Category	Executive Director
DIN	00206473
Date of Birth & age	19.04.1964 & 58 years16
Nationality	India
Date of first appointment	24.02.1999

Qualification	B.E. (Mechanical)
Occupation	Business
Experience & nature of expertise in specific functional areas	More than 25 years' experience in Steel Industry
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As detailed in the resolution and explanatory statement
Remuneration last drawn	Rs.84.00 Lakhs per year
Remuneration sought to be paid	As detailed in the Item No. 1 of the Notice
Relationship with other Directors & KMP	Brother of Mr. B. Satish Kumar and Mr. B. Ramesh Kumar
Number of Meetings of the Board attended during the year	4
Directorships in other companies	1. Simhadri Pellets India Limited 2. Simhadri Wires Private Limited 3. Vizag Profiles Private Limited
Chairman/Member of the committee of the Board of Directors	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil
Number of Equity Shares held in the Company as on September 30, 2022	4,11,40,520 Equity Shares of Rs.1/- each

Important Communication to Members:

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 and members who hold shares in physical form, may register the same with:

Registrars and Share Transfer Agents: M/s Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharatnagar, Hyderabad-500018, Telephone: +91-40-23818475 /76, Fax: +91-40-23868024, Email: info@vccilindia.com.

Company: The Company Secretary, Steel Exchange India Limited, D.No:1-65/K/60, Plot No:60, Abhis Hiranya, 1st Floor, Kavuri Hills, Hyderabad - 500081, Telephone: +91-40-23403725 or 040-40033501 Email: cs@seil.co.in, or csravindra.seil@gmail.com or seilsecretarial@gmail.com.



Simhadri TMT

//Thankyou//