

# **Notice For 47<sup>th</sup> Annual General Meeting 2016 – 2017**

**SAIL–SCL  
Kerala  
Limited**



(SAIL – Govt. of Kerala Joint Venture Company)

**"STEEL NAGAR", P.B. No. 42**

**KOLATHARA P.O.**

**KOZHIKODE – 673 655**

**Ph: (0495) 2483328, Fax: 2483043**

**CIN: U27104KL 1969SGC002253**

**STEEL MAKERS TO THE STATE, SINCE 1969**



## SAIL-SCL KERALA LIMITED

**Registered Office:** 'Steel Nagar', P.B.No.42, Kolathara (P.O) Kozhikode – 673655

**CIN:** U27104KL1969SGC002253

**Tel:** 0495- 2483328 To 2483332

**E-mail:** cs@steelcomplexkerala.com

## NOTICE

**NOTICE** is hereby given that the 47<sup>th</sup> Annual General Meeting ("AGM") of the members of SAIL-SCL Kerala Limited will be held at 3:00 p.m. on Friday, the 29<sup>th</sup> day of December, 2017, at the Registered Office premises of the Company situated at "Steel Nagar", P.B.No.42, Kolathara (P.O), Kozhikode – 673 655 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements including Profit and Loss Accounts, Balance Sheet and Cash Flow Statements of the Company as at 31-03-2017, together with notes and schedules attached thereto, Auditors Report, Comment of C&AG and the 47<sup>th</sup> Directors' Report and Report of the Auditors thereon.
2. To fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2017-18. And in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the appointment of M/s. UR & Co., Chartered Accountant (ICAI Firm Registration No. 008898S, as the Statutory Auditor of the Company on a remuneration of Rs. 50,000 /- for the financial year ending March 31, 2018 ( FY 2017-18) is hereby ratified by the Board of Directors."

### SPECIAL BUSINESS

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

"RESOLVED THAT **Shri. Sanjay M Kaul** (DIN 01260911), who was appointed as an Additional Director and Chairman of the Company with effect from 20<sup>th</sup> July 2017, by the Board of Directors under Section 161 of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors or such other officer of the Company as authorised by the Board be and is hereby authorised to do all necessary deeds to give effect to this resolution."



2. To consider and, if thought fit, to pass with or without modification, the following resolution as an

**ORDINARY RESOLUTION:**

**“RESOLVED THAT** Smt. **Mini V R** (DIN 07688198), who was appointed as an Additional Director of the Company with effect from 21.04.2017 by the Board of Directors under Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors or such other officer of the Company as authorized by the Board be and is hereby authorized to do all necessary deeds to give effect to this resolution.”

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an

**ORDINARY RESOLUTION:**

**“RESOLVED THAT** Shri. **M C Jain** (DIN 0101601), who was appointed as an Additional Director of the Company with effect from 08.08.2017 by the Board of Directors under Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors or such other officer of the Company as authorized by the Board be and is hereby authorized to do all necessary deeds to give effect to this resolution.”

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

**“RESOLVED THAT** Mr. **Saveesh K.V.**, Company Secretary, Calicut be and is hereby appointed as Secretarial Compliance officer to sign Annual Return required under the Proviso to Section 92 of the Companies Act, 2013 on a remuneration to be fixed by the Managing Director in consultation with him.”

By Order of the Board of Directors

For **SAIL-SCL KERALA LIMITED**

Place: Thiruvananthapuram

Date: 25-11-2017

**Sd/-**  
**C. Maheendranath**  
Managing Director  
(DIN: 07705941)

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORM AS PER THE FORMAT GIVEN IN THE NOTICE SHOULD BE DULY FILLED, STAMPED, SIGNED AND RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 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 A PROXY.
4. Members should bring dully filled Attendance Slip sent herewith to attend the meeting.
5. Members attending the meeting are requested to bring their copy of the notice as extra copies will not be supplied.
6. Members are requested to notify immediately any change of contact address or e-mail id etc.:
  - (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
  - (ii) to the Secretarial Department of the Company at its Registered Office or its Registrar & Transfer Agent, Karvy Computershare Private Limited in respect of their physical shares, if any, quoting their folio number.
7. Pursuant to the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 members whose names appear on the Register of Members as on 22<sup>rd</sup> December, 2017. ("Cut-off Date") would only be eligible for to vote by electronic means or by means of ballot papers at the AGM. Any recipient of the notice who has no voting rights as on the cut-off date shall treat this notice as intimation only.
8. M/s Karvy Computershare Private Limited is acting as the Registrar and Transfer Agents of the Company (R&TA) for carrying out the Company's share related activities. Shareholders are requested to make all further correspondences related to share transfer and allied activities with this agency only at the following address: Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
9. The Company has dematerialized its Equity Shares to CDSL & NSDL and the Company's ISIN is INE465L01014. Members are requested to update their email ids with their respective Depository Participants. Members, who hold shares in physical form, are requested to dematerialize their shares.



10. The Company is concerned about the environment and utilizes natural resources in a sustainable manner. Members are requested to register their email address, through written application, with Company's Registrar and Share Transfer Agent.

**11. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, between 9.00 a.m. and 5.00 p.m. before the date of the Meeting.**

**12. Voting through electronic means:**

**PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

- I. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
- II. Enter the login credentials (i.e., user-id & password). Your folio/DP ID - Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID  For Members holding shares in Physical Form: ● Event no. followed by Folio Number registered with the Company
Password	Your Unique password is sent alongwith the Annual Report / Separately.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- III. Members can cast their vote online from 26<sup>th</sup> December, 2017 from 9:00 a.m. to 28<sup>th</sup> December, 2017 till 5:00 p.m.
- IV. After entering these details appropriately, click on "LOGIN".
- V. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-voting platform**. System will prompt you to change your password and update any contact details like mobile number, email ID etc. on 1<sup>st</sup> login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- VI. You need to login again with the new credentials.
- VII. On successful login, system will prompt to select the 'Event' i.e., 'SAIL - SCL Kerala Ltd.
- VIII. If you are holding shares in Demat form and had logged on to **https://evoting.karvy.com** and cast your vote earlier for any company, then your existing login id and password are to be used.
- IX. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast your vote, select 'ABSTAIN'.
- X. 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.
- XI. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- XII. Corporate / Institutional Members (Corporate / FIs / FIIs / Trusts / Mutual Funds / Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution/Authority Letter together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser through e-mail to [kpsatheesanfcs@gmail.com](mailto:kpsatheesanfcs@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com).
- XIII. If you are already registered with Karvy Computershare Private Limited (KCPL) for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XIV. Please contact KCPL's toll free No. 1-800-34-54-001 for any further clarifications.
- XV. The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as **on 22 nd December, 2017** ("Cut-Off Date").
13. The facility for voting through ballot will also be made available in the AGM and the members attending the AGM but who have not casted their vote by e-voting will be able to exercise their right in the AGM. Those shareholders, who have not cast their vote electronically, may only cast their vote in the AGM through ballot paper.
14. The members who have cast their votes may also attend the Meeting but shall not be entitled to cast their votes again.
15. Sri. K. P. Satheeshan, Practicing Company Secretary as been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



16. Any person who becomes member after the dispatch of Notice of the Meeting and holding shares as on the cut off date i.e. **22<sup>nd</sup> December, 2017** may obtain the user id and password as mentioned below:
  - a. On the home page of <https://evoting.karvy.com>, the members may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - b. Member may call Karvy’s toll free number 1-800-3454-001
  - c. Members may send an e-mail request to [e-voting@karvy.com](mailto:e-voting@karvy.com)
17. The Chairman at the AGM, at the end of the discussion on the resolution on which voting is to be held, allow voting, as provided in clauses (a) to (h) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable, with the assistance of the scrutinizer, by use of ballot or polling papers for all those members who are present at the AGM but have not casted their votes by availing the e-voting facility.
18. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three (3) 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 counter sign the same for the Company.
19. The Result shall be declared on or after the AGM of the Company. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.steelcomplexkerala.com](http://www.steelcomplexkerala.com) and on the website of R&TA (KCPL) immediately after the results are declared by the Chairman. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 - for Item Nos.1, 2, 3 and 4**

Pursuant to the Articles of Association of the Company, Government of Kerala (“GoK”) and Steel Authority of India Limited (“SAIL”) has the right to appoint 3 (three) directors each.

In furtherance to the said provisions in the Articles of Association of the Company, GoK has nominated Shri Sanjay M Kaul as the Director and Chairman of the Company in place of Shri Satjeet Rajan IAS, vide order G.O.(Rt) No.1049/2017/ID dt.20.07.2017. Based on the said order, the Board of Directors of your Company had appointed Shri Sanjay M Kaul as the Additional Director and Chairman of the Company at their meeting held on 26th September, 2017.



Smt. Mini V R was nominated by GoK vide their order G.O. (Rt) No. No.G.O.(Rt)No.644/2017/ID dated 21.04.2017 in place of Mathew Plavilayil Koshy. Subsequently, she was appointed as the Additional Director by the Board of Directors of the Company at their meeting held on 18th May, 2017.

Further, SAIL has nominated Shri. M.C. Jain as the Director of the Company in place of Shri Sudhir Kumar, vide letter no. No. CA- 15(53)17 dated 27.07.2017. Based on the said nominations, the Board of Directors of your Company had appointed Shri M.C. Jain as the Additional Director of the Company at their meeting held 26.09.2017.

Pursuant to section 260 of the Companies Act, 2013 the above Additional Directors shall hold office only up to the date of the ensuing Annual General Meeting of the Company.

As per Sec.92 of the Companies Act 2013 Annual return of the Company should be signed by a Director and Company Secretary or if there is no Company secretary, by a Practicing Company Secretary. Hence Board decided to appoint Mr. Saveesh K.V, Practicing Company Secretary at Calicut for signing the Annual Return and the Board seeks your approval for their appointment.

The Board accordingly recommends the Ordinary Resolutions as set out in Item number 1,2 and 3 of the Notice for approval of the members.

Except the above, none of the other Directors of the Company are interested in these resolutions.

By Order of the Board of Directors  
For **SAIL-SCL KERALA LIMITED**

Place: Kolathara

Date: 25-11-2017

**Sd/-**  
**C. Maheendranath**  
Managing Director  
(DIN: 07705941)





## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014-Form No.MGT-11]

### SAIL-SCL KERALA LIMITED

CIN: U27104KL1969SGC002253

"Steel Nagar", P.B.No.42, Kolathara (P.O), Kozhikode -673655, Kerala, India,

Ph:(0495) 2483328 to 2483332, Fax:(91 45-2483043)

cs@steelcomplexkerala.com / www.steelcomplexkerala.com

### 47<sup>th</sup> Annual General Meeting – 29<sup>th</sup> December, 2017

Name of the member (s)	<input type="text"/>
Registered address	<input type="text"/> <input type="text"/>
Email	<input type="text"/>
Folio No./Client ID	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
DP ID	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

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

Name : ..... Email: .....

Address : ..... Signature: \_\_\_\_\_

*or failing him/ her*

Name : ..... Email: .....

Address : ..... Signature: \_\_\_\_\_

*or failing him/ her*

Name : ..... Email: .....

Address : ..... Signature: \_\_\_\_\_

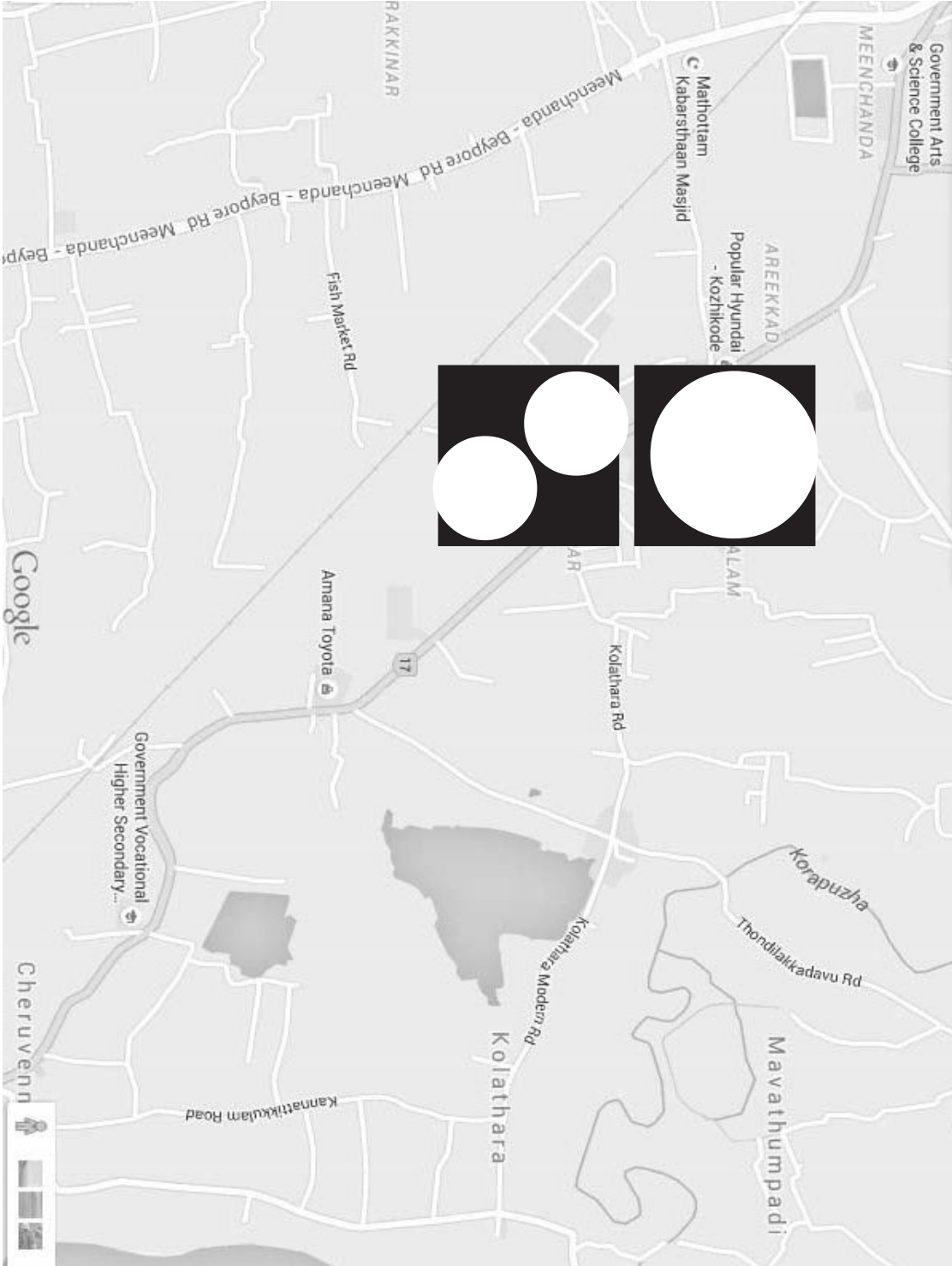
as my/ our proxy to attend and vote (...) for me/us and on my/our behalf at the **47<sup>th</sup> Annual General Meeting of the company, to be held on 29th December, 2017** at 03:00P.M..IST, at the registered office of the company situated at "Steel Nagar", P.B.No.42, Kolathara (P.O), Kozhikode – 673 655 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see note 2) (please mention No. of Shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the audited Annual Financial Statements as at March 31st, 2017 together with the Reports of Directors and Auditors thereon.			
2.	To fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2017-18.			



# SAIL – SCL TMT

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**"STEEL NAGAR", P.B. No. 42**

**KOLATHARA P.O.**

**KOZHIKODE – 673 655**

**Ph: (0495) 2483328, Fax: 2483043**