

# **Scan Steels Limited**

(Formerly Clarus Infrastructure Realties Limited)

## **Extra Ordinary General Meeting**

**Day & Date: Thursday, the 26<sup>th</sup> Day of March, 2015**

**Time: 11.00 A.M.**

**Venue: Office No. 104/105, E-Square, Subhash Road, Opp. Havmor Ice cream,  
Vile Parle (East), Mumbai - 400057**

# SCAN STEELS LIMITED

(Formerly Known as Clarus Infrastructure Realities Limited)

Registered Office : Office No. 104/105, E-Square, Subhash Road,

Opp. Havmor Ice cream, Vile Parle (East), Mumbai - 400 057.

(CIN-L27209MH1994PLC076015)

Email: secretarial@scansteels.com; Tel.: +91-22 2618 5461; 022-26185462; Fax: +91 022-26185463

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of Scan Steels Limited (formerly Clarus Infrastructure Realities Limited) will be held on Thursday, the 26<sup>th</sup> March, 2015 at 11.00 A.M. at Office No. 104/105, E-Square, Subhash Road, Opp. Havmor Ice cream, Vile Parle (East), Mumbai – 400057 to transact the following business:

**1. To consider and, if thought fit, to pass the following Resolution with or without modification(s), if any, as Special Resolution for preferential allotment of Equity Shares.**

**“RESOLVED THAT** the approval of members by way of special resolution, in terms of the Section 42 and For the purposes of clause (c) of sub-section (1) of section 62 and all other applicable provisions, if, any, of the Companies Act 2013 (the Act) (including any statutory modification(s) or re-enactment there, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirement) Regulation 2009 as may be applicable on preferential issue of Equity Shares and other applicable regulations / guidelines of SEBI, if any and subject to such consents and approvals of SEBI, Stock Exchange, Central Listing Authority, Government of India or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals for that purpose the Board of Directors of the Company be and is hereby authorised to take offer, issue and allot up to 1,33,00,000 (One Crore Thirty Three Lacs Only) Equity Shares of Rs.10/- (Rs Ten only) each for cash at Rs. 50/- (Each) aggregating Rs. 66,50,00,000/- (Rupees Sixty Six Crore Fifty Lacs Only) on preferential basis to the General Investors and promoters.

**RESOLVED FURTHER THAT** the “Relevant Date” in relation to the issue of shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation 2009 would be 24<sup>th</sup> February, 2015 being the date 30 days prior to the date of passing of this resolution at the Extra Ordinary General Meeting to be held on 26<sup>th</sup> March, 2015.

**RESOLVED FURTHER THAT** the issue of Shares, if any, as above shall be subject to the following terms and conditions:

- a. The shareholders shall on the date of allotment of Shares, pay the full allotment money i.e. Rs. 50/- per share;
- b. Since the shares will be allotted to the General Investors the Lock-in –period will be 1-years from the date of Trading Approval.
- c. Since the shares will be allotted to the Promoters the Lock-in –period will be 3 -years from the date of Trading Approval.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Shares, to finalize the list of allottee (s), including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Shares, the Board or committee thereof as may be constituted by the Board if any be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required and entering into arrangements for listing of the equity shares representing the same in any Indian Stock Exchanges with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution.”

**RESOLVED FURTHER THAT** a copy of the Certificate from the Auditors dated 25<sup>th</sup> February, 2015 as placed before the meeting for the Compliance of ICDR Regulation 2009, that the preferential issue of 1,33,00,000 (One Crore Thirty Three Lacs Only) Equity Shares of Rs. 10/- Each Issued at a price of Rs. 50/- (**Rupees Fifty Only**) per share [including a premium of Rs. 40/- (Rupees Forty Only)] to the general Investors and the promoters is in Compliance with the Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2009.

**RESOLVED FURTHER THAT** a copy of the Certificate of the Auditors dated 25<sup>th</sup> February, 2015 in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation 2009 as placed before the meeting for pricing of the Equity Shares to be allotted to the proposed allottees. So calculation from the relevant date was 24<sup>th</sup> February, 2015 and the Board considered & hereby decided to allot the shares of face value of Rs. 10/- each at Rs. 50/- Each.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

**RESOLVED FURTHER THAT** the Company do apply for listing of the new equity shares as may be issued with the Bombay Stock Exchange Limited Mumbai.

**RESOLVED FURTHER THAT** the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the above said Equity shares to be allotted on preferential basis.

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

RESOLVED that pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), (as may be amended from time to time by the Securities and Exchange Board of India) consent of the members be and is hereby accorded to the Board of Directors of the Company (including any committee thereof) for entering into transactions, contracts or arrangements with the following related parties, during the financial year 2014- 15 and thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company provided however that the transaction so carried out shall at all times be on arm's length basis and in the ordinary course of business of the Company :-

SL. No.	Name of the related Party	Nature of Transaction	Value of Transaction
1.	Nav Durga Fuel Private Limited	Purchase / Sale of Raw material and Finished Goods	Rs. 200 Crore per Financial Year
2.	Scan Energy & Power Limited	Purchase / Sale of Raw material and Finished Goods	Rs. 200 Crore per Financial Year
3.	Pawanjay Sponge Iron Limited	Purchase / Sale of Raw material and Finished Goods	Rs. 200 Crore per Financial Year
4.	Karma Re-Rollers Private Limited	Purchase / Sale of Raw material and Finished Goods	Rs.100 Crore per Financial Year

FURTHER RESOLVED that Mr. Rajesh Gadodia, Managing Director and/or Mr. Prabir Kumar Das, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.

**3. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution for appointment of an Independent Woman Director:-**

RESOLVED that pursuant to Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV appended to the Companies Act, 2013, Mrs. Debjani Sahu (DIN: 02674022), in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of director, be and is hereby appointed as Independent Woman Director of the Company for a period of five (5) consecutive years from the date of this Meeting up to 25<sup>th</sup> March, 2020, not liable to retire by rotation.

**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)

**BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED**

Sd/-  
Prabir Kumar Das  
(Company Secretary & Compliance Officer)

Place: Bhubaneswar

Date:- 25<sup>th</sup> February, 2015

**NOTES :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.
2. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting. A blank proxy form is enclosed with this notice.
3. 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.
4. The relevant documents referred to in the accompanying Notice and explanatory Statement will be open for inspection by the members at the Registered Office of the Company during working days (except Saturday, Sunday and Public Holidays) between 2.00 P.M. and 5.00 P.M. up to and including the date of the Extra Ordinary General Meeting of the Company.
5. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend the Meeting.

## 7. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of the Clause – 35B of the Listing Agreement read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of Extra Ordinary General Meeting and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

The instructions for shareholders voting electronically are as under:

Mr. Arihant Kumar Bothra, Practicing Chartered Accountant having registration/membership Number **426566** is appointed as scrutinizer to conduct E-voting.

### **STEPS FOR E-VOTING**

- (i) The voting period begins on 19<sup>th</sup> March, 2015 (10.00 a.m.) and ends on 21<sup>st</sup> March, 2015 (06.00 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 (reckoned date) of 25<sup>th</sup> February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><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 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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</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 then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. Notice of Extra Ordinary General Meeting will be sent to those shareholders/beneficial owners whose name is appear in the register of members/list of beneficiaries received from the depositories as on cut off date i.e. 25<sup>th</sup> day of February, 2015.

#### **Physical Voting by Ballot Form**

1. In case of those members, who do not have access to e-voting facility, they can use the Assent/Dissent form sent herewith and convey their assent / dissent to each one of the items of business to be transacted at the ensuing EGM.
2. A Member desiring to exercise vote by Assent/ Dissent form may complete this form and send it to the Company at its Registered Office or Registrar & Share Transfer Agent M/s Adroit Corporate Services Private Limited, Jafferbhoy Industrail Estate, Makwana Lane, Andheri(E), Mumbai—400059, on or before 21<sup>st</sup> March, 2015 (06.00 p.m.)
3. The Scrutinizer's decision on the validity of Ballot form will be final.
4. If a shareholder has opted for Assent/ Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both assent/dissent 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.
5. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman.
6. The Results declared along with Scrutinizer's Report shall be available at the registered office of the Company and website of the Company and on the website of CDSL within two (2) days of the passing of the resolutions at the EGM of the Company and communicated to Stock Exchanges where the shares are listed.

#### **REGISTERED OFFICE:-**

104-105, E- Square, Subhash Road,  
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CIN: L27209MH1994PLC076015  
Web Site: [www.scansteels.com](http://www.scansteels.com)  
Email – id: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)

#### **BY ORDER OF THE BOARD FOR SCAN STEELS LIMITED**

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

Place: Bhubaneswar  
Date: - 25<sup>th</sup> February, 2015

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 1 to 3 of the accompanying Notice dated 25<sup>th</sup> February, 2015.

#### **ITEM NO. 1**

To meet the Working Capital requirements, your Company intent to raise funds through preferential issue of equity shares. The proceed of the issue will be utilize by the Company to meet its working capital requirement and long term funds for modernization & renovation of the existing

plant. Since your Company is a listed Company, the proposed issue is in accordance with the terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any.

Your company in compliance with the applicable provisions of the SEBI Regulations, Companies Act, 2013 and other applicable provisions, is proposing to offer and issue not exceeding 1,33,00,000 (One Crore Thirty Three Lacs Only) Equity Shares of Rs.10/- (Rs Ten only) each for cash at Rs. 50/- (Each) aggregating Rs. 66,50,00,000/- (Rupees Sixty Six Crore Fifty Lacs Only).

In terms of Section 42 and 62 of the Companies Act, 2013 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (including any statutory modification or re-enactment thereof for the time being in force) (“**ICDR Regulations**”), the proposed preferential allotment requires approval of the Company's shareholders by way of a special resolution. The Board, therefore, seeks the consent of the Company's shareholders to the resolution set out in the notice, by way of a special resolution.

#### Details of the Issue

1. The allotment of the equity shares is subject to the Investors not having sold any equity shares of the Company during the last Six (6) months preceding the relevant date. The Investors have undertaken that they shall not sell any equity shares of the Company during the Six (6) months preceding the relevant date.

2. It may be noted that under the terms of Chapter VII of the ICDR Regulations, it is necessary to disclose the details of the Investors and certain other matters relating to the preferential allotment to the shareholders while seeking their approval. The relevant disclosures are set out below:

**(a) Objects of the issue**

The proceeds of the preferential issue of the Equity Shares will be used for working capital requirement and long term funds for modernization & renovation of the existing plant.

**(b) Intention of the directors / promoters / key management persons of the Company to subscribe to the preferential issue**

The promoters and the General Investors expressed their intention to subscribe the proposed preferential Issue. The proposed allottees are promoters and the general investors.

**(c) Shareholding pattern of the Company before and after the proposed issue:**

SR. NO.	CATEGORY OF SHAREHOLDERS	PRE-ISSUE SHAREHOLDING		POST-ISSUE SHAREHOLDING	
		NO. OF SHARES	%	NO. OF SHARES	%
<b>A</b>	<b>PROMOTERS HOLDING</b>				
1	<b>INDIAN:</b>				
	INDIVIDUAL	NIL	NIL	NIL	NIL
	DIRECTORS	6463847	17.10	6943847	13.59
	DIRECTORS RELATIVES	2908062	7.69	3288062	6.43
	BODIES CORPORATE	12550076	33.20	19348076	37.86
	<b>SUB TOTAL (A) (1)</b>	<b>21921985</b>	<b>57.99</b>	<b>29579985</b>	<b>57.89</b>
1	<b>FOREIGN PROMOTERS</b>	0	0.00	0	0.00
	<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>SUB TOTAL (A1+A2)</b>	<b>21921985</b>	<b>57.99</b>	<b>29579985</b>	<b>57.89</b>
<b>B</b>	<b>NON PROMOTERS HOLDING:</b>				
1	<b>INSTITUTIONAL INVESTORS:</b>	0	0.00	0	0.00
2	<b>NON INSTITUTION:</b>				
	BODIES CORPORATE	14253136	37.71	19895136	38.93
	INDIVIDUAL				
	IND-HOLD NOMINAL SH. CAPITAL UP TO 1LAKH	664677	1.76	664677	1.30
	IND-HOLD NOMINAL SH. CAPITAL EXCESS OF 1 LAKH	958814	2.54	958814	1.88
	OTHERS (INCLUDING NRIs	1688	0.00	1688	0.00
	<b>SUB TOTAL (B)</b>	<b>15878315</b>	<b>42.01</b>	<b>21520315</b>	<b>42.11</b>
	<b>GRAND TOTAL</b>	<b>37800300</b>	<b>100.00</b>	<b>51100300</b>	<b>100.00</b>

This table shows the expected shareholding pattern of the Company upon consummation of the allotment, and assume that holdings of all other shareholders shall remain the same post-issue, as they were on the date on which the pre-issue shareholding pattern was prepared.

Note: 1. The aforesaid post issue capital is based on the assumption that all the proposed allottees shall subscribe and there shall not be any change in the holding of other category investors.

**(d) Proposed time within which allotment shall be completed**

Within 15 days from the date of passing this resolution or in compliance with any statutory requirement including receipt of the in principle approval from the Stock Exchange whichever is later.

- (e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the issuer consequent to the preferential issue.

S. No.	Name & Address of the Proposed Allottee	PAN	Number of Equity Shares to be issued	Pre issue Share holding	%	Post Issue Share holding	%
<b>(A)</b>	<b>PROMOTERS AND PROMOTERS GROUP</b>						
1	RAJESH GADODIA	ABRPG2112K	260000	3275531	8.67	3535531	6.92
2	NIMISH GADODIA	AATPG1117D	220000	3188316	8.43	3408316	6.67
3	ARCHANA GADODIA	ACYPG0785C	110000	1253007	3.31	1363007	2.67
4	BINITA GADODIA	AEMPA6023R	270000	1161662	3.07	1431662	2.80
5	BAYANWALA BROTHERS PRIVATE LIMITED	AACB1287C	6798000	2141384	5.66	8939384	17.49
<b>(B)</b>	<b>GENERAL INVESTORS OTHER THAN PROMOTERS</b>						
1	GOPIKAR SUPPLY PRIVATE LIMITED	AABCG1344F	4350000	0	0	4350000	8.51
2	ASCON MERCHANDISE PRIVATE LIMITED	AACCA0772E	688000	0	0	688000	1.35
3	CONSOLIDATED MERCANTILES PRIVATE LIMITED	AACCC2960N	604000	0	0	604000	1.18

- (i) The company obtained consent letter from individual proposed allottees and is in receipt of subscription amount which is to be adjusted against allotment of shares. The Bank Statement, Auditors certificate & individual consent letters are available for inspection by any member of the company during office hours from 2pm to 5 p.m. from Monday to Friday at the registered office of the Company.

- (ii) Identity of the proposed allottee (s) and percentage of preferential issue capital that may be held by them:

The Company has obtained copies of the Permanent Account Number (PAN) as well as identity proof and Demat Account Number which are available at the registered office of the Company for inspection of any member during office hours from 2pm to 5 p.m. from Monday to Friday. None of proposed allottees sold any shares during the last six month prior to the relevant date.

- (iii) The proposed preferential allotment will not result in a change in the control of the Company.

**(f) Relevant Date**

The relevant date for the purpose of calculating the price of equity shares to be issued in lieu on the Preferential Basis is the date 30 days prior to the date of General Meeting of the Share Holders i.e. 24<sup>th</sup> February, 2015.

**(g) Pricing of the issue**

Since the equity shares of the Company have been listed on a recognized stock exchange for a period more than 26 weeks as on the relevant date, the equity shares shall be allotted at the minimum price determined under Regulation 76(1) of the ICDR Regulations, which shall be not less than the higher of the following:

- (a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date;

Or

- (b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The recognized stock exchange' referred to above means any of the recognised stock exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the relevant date.

For the purpose of the above guidelines the Relevant Date was 24<sup>th</sup> February, 2015, i.e. 30 days prior to the Extra Ordinary General meeting to be held on 26<sup>th</sup> March, 2015.

**(h) Requirement as to re-computation of price and lock-in of specified securities**

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 6 months prior to the relevant date, the Company is not required to re-compute the price of the equity shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the ICDR Regulations.

(i) Auditor's Certificate

A certificate as required under SEBI Regulations, certifying that the proposed issues is in accordance with the said Regulations has been obtained from the Statutory Auditors of the company and shall be placed before the shareholders and is available at the registered office of the Company for inspection of any member during office hours from 2pm to 5 p.m. from Monday to Friday.

(j) Lock-in Period

The Equity shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI Regulations in this behalf.

As per regulation 78(6) of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirement) Regulation 2009, there are existing share holders for the proposed issue, whose pre-preferential share holding are required to put under lock in as per 78(6) of ICDR regulation, 2009.

The issue of the Equity shares will not result in any change in the management or control of the Company. The approval of the Shareholders is sought pursuant to Section 62(1)(C) of the Companies Act, 2013 and in term of the listing agreement with Stock Exchanges to the issue of the above Shares as set out in the resolution.

The Board recommends passing of the resolution set out in Item 1. as a Special Resolution..

The Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice only to the extent of shares held by them, if any, in the Company.

**ITEM NO. 2**

The Company in the ordinary course of its business may enter into contracts or arrangements with its related parties as listed in the resolution, on arm's length basis for Purchase/ Sale of Raw Material and Finished Goods for an aggregate amount not exceeding the limit as set out in the resolution as aforesaid.

Even though approval of the Shareholders would not be required under the provisions of the Companies Act, 2013 for transactions which are in the ordinary course of the Company's business and are at arm's length basis, but in terms of the Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014 and the revised Clause 49 of the Listing Agreement, to be effective from October 1 2014, the monetary limit of the transaction may exceed the limits as provided under Section 188 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Therefore, approval of the Shareholders is being sought in terms of Section 188 of the Companies Act, 2013 read with the applicable rules as well as the proposed Clause 49 of the Listing Agreement.

The details as required under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are as follows

Name of the Related Party	Nature of Relationship	Nature, Duration and Particulars of the Contract	Material Terms, Monetary value and particulars of contract or Arrangement.	Any advance paid or received for the contract.	The Manner of determining the pricing and other commercial terms	Whether all factors relevant to the contract have been considered
Nav Durga Fuel Private Limited	Two Directors are common	a) Nature of Transaction: Purchase / Sale of raw material and finish goods. b) Particulars of Contract or arrangement: Purchase / Sale of raw material and finish goods in ordinary course of business.	a) Material Terms: at par on Arm's Length basis. b) Monetary Value: Rs. 200 Crore per financial year.	NIL	Market Value	Yes
Scan Energy & Power Limited	Two directors are common and holds more than 2% of its paid up share capital of the company	a) Nature of Transaction: Purchase / Sale of raw material and finish goods. b) Particulars of Contract or arrangement: Purchase / Sale of raw material and finish goods in ordinary course of business.	a) Material Terms: at par on Arm's Length basis. b) Monetary Value: Rs. 200 Crore per financial year.	NIL	Market Value	Yes
Pawanjay Sponge Iron Limited	One Director is common	a) Nature of Transaction: Purchase / Sale of raw material and finish goods. b) Particulars of Contract or arrangement: Purchase / Sale of raw material and finish goods in ordinary course of business.	a) Material Terms: at par on Arm's Length basis. b) Monetary Value: Rs. 200 Crore per financial year.	NIL	Market Value	Yes
Karma Re-Rollers Private Limited	One director holds more than 2% of its paid up share capital of the company.	a) Nature of Transaction: Purchase / Sale of raw material and finish goods. b) Particulars of Contract or arrangement: Purchase / Sale of raw material and finish goods in ordinary course of business.	a) Material Terms: at par on Arm's Length basis. b) Monetary Value: Rs. 100 Crore per financial year.	NIL	Market Value	Yes



The Board recommends passing of the resolution set out in Item 2. as a Special Resolution..

The Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 2 of the Notice only to the extent of shares held by them, if any, in the Company.

### **ITEM NO. 3**

The Board of Directors of the Company ('the Board') at its meeting held on 25<sup>th</sup> February, 2015, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mrs. Debjani Sahu, (DIN:02674022), as an Independent Woman Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, as set out in the Resolution relating to her appointment.

Mrs. Debjani Sahu, aged about 37 years, is a Graduate in Arts and having over decades of experience in the field of Human Resource, Administration, Sales & Marketing in retails and Steel Sectors.

Your Board considers that Mrs. Debjani Sahu's association with the Company as an Independent Woman Director would benefit the a Company. A declaration has been received from Mrs. Sahu that she meets the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Your Board is also of the opinion that Mrs. Sahu fulfils the conditions specified in the Act and the Rules made thereunder for her appointment as Independent Woman Director and that she is independent of the management of the Company.

The Company received notice in writing from a member as per the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Debjani Sahu for Independent Woman Director for a period of five years from the Date of this Meeting up to 25<sup>th</sup> March, 2020.

Except Mrs. Debjani Sahu, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The notice received from the member proposing the candidature of Mrs. Sahu is available for inspection during business hours in between 2.00 p.m. to 5.00 p.m. on all working days (except Saturday) at the registered office of the Company up to the date of the meeting.

#### **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)

**BY ORDER OF THE BOARD  
FOR SCAN STEELS LIMITED**

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

Place: Bhubaneswar  
Date:- 25<sup>th</sup> February, 2015

# SCAN STEELS LIMITED

(Formerly Known as Clarus Infrastructure Realities Limited)

**Registered Office :** Office No. 104/105, E-Square, Subhash Road,

Opp. Havmor Ice cream, Vile Parle (East), Mumbai - 400 057.

(CIN-L27209MH1994PLC076015)

Email: secretarial@scansteels.com; Tel.: +91-22 2618 5461; 022-26185462; Fax: +91 022-26185463

## ATTENDANCE SLIP

### EXTRA ORDINARY GENERAL MEETING

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 Extra Ordinary General Meeting of the Company to be held at office no 104-105, E-Square, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (East), Mumbai – 400057 on Thursday, the 26<sup>th</sup> Day of March, 2015 at 11.00 A.M.

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

#### 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 Notice of Extra Ordinary General Meeting for reference at the meeting.

**PROXY FORM**

(Form No. MGT-11)

CIN	L27209MH1994PLC076015
Name of the Company	Scan Steels Limited
Registered office	104 - 105, E Square, 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 Extra Ordinary General Meeting of the company, to be held on the 26<sup>th</sup> March, 2015 at 11.00 A.M at office no 104-105, E-Square, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (East), Mumbai – 400057 and at any adjournment thereof in respect of such resolutions as are indicated below:

SI.No.	RESOLUTIONS
1.	Special Resolution for issue of Equity Shares on preferential basis under section 42 and 62 of the Companies Act, 2013.
2.	Special Resolution for entering into the contract with related parties.
3.	Ordinary resolution for appointment of Mrs. Debjani Sahu (DIN: 02674022) as Independent Woman Director of the Company.

Signed this ..... day of ..... 2015

Signature of shareholder : .....

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

AFFIX  
Re. 1  
REVENUE  
STAMP

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

**SCAN STEELS LIMITED**  
**(Formerly Clarus Infrastructure Realities Limited)**

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

**BALLOT FORM FOR VOTING ON RESOLUTIONS IN THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, THE 26<sup>TH</sup> DAY OF MARCH, 2015 AT 11.00 A.M.**

Sr. No.

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 an Extra Ordinary General Meeting dated 26<sup>th</sup> March, 2015, by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below :

Sl. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
<b>SPECIAL BUSINESS</b>				
1.	Special Resolution for issue of Equity Shares on preferential basis under section 42 and 62 of the Companies Act, 2013			
2.	Special Resolution for entering into the contract with related parties.			
3.	Ordinary resolution for appointment of Mrs. Debjani Sahu (DIN: 02674022) as Independent Woman Director of the Company.			

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event No.)	User ID	Password
150228001		

**Note:** Please read the instructions mention in the Notice of EGM carefully before exercising your vote.

1. Last date for receipt of Assent/ Dissent Ballot form by Scrutinizer is Saturday, on or before 21<sup>st</sup> March, 2015 (06.00 p.m.)

Book - Post

To,

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*If undelivered, please return to :*

**SCAN STEELS LIMITED**

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

Website: [www.scansteels.com](http://www.scansteels.com),

E-mail: [scansteels@scansteels.com](mailto:scansteels@scansteels.com)

## SCAN STEELS LIMITED

**(Formerly Known as Clarus Infrastructure Realities Limited)**

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

Email: [secretarial@scansteels.com](mailto:secretarial@scansteels.com) ; Telephone: +91 02226185461; 02226185462; Fax: +91 02226185463

### CORRIGENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING TO BE HELD ON 26<sup>TH</sup> MARCH, 2015

This announcement ("Corrigendum to the Notice of the Extra Ordinary General Meeting to be held on 26<sup>th</sup> March, 2015) is in continuation of and should be read in conjunction with, the explanatory statement of Item no. of 1 of EGM notice dated 25<sup>th</sup> February, 2015.

The Shareholders may please note the point no. (e) of details of issue of item no. 1 of explanatory statement of the EGM notice should be read as follows instead of earlier printed in EGM notice:

(e) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the issuer consequent to the preferential issue

S. No.	Name & Address of the Proposed Allottee	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	PAN	Number of Equity Shares to be issued	Pre issue Share holding	%	Post Issue Share holding	%
<b>(A)PROMOTERS AND PROMOTERS GROUP</b>								
1	RAJESH GADODIA	NA	ABRPG2112K	260000	3275531	8.67	3535531	6.92
2	NIMISH GADODIA	NA	AATPG1117D	220000	3188316	8.43	3408316	6.67
3	ARCHANA GADODIA	NA	ACYPG0785C	110000	1253007	3.31	1363007	2.67
4	BINITA GADODIA	NA	AEMPA6023R	270000	1161662	3.07	1431662	2.80
5	BAYANWALA BROTHERS PRIVATE LIMITED	Mr. Rajesh Gadodia Mr. Nimish	AACBCB1287C	6798000	2141384	5.66	8939384	17.49

		Gadodia						
<b>(B)GENERAL INVESTORS OTHER THAN PROMOTERS</b>								
1	GOPIKAR SUPPLY PRIVATE LIMITED	Mr. Om Prakash Agrawal and Mr. Govind Sharma	AABCG1344 F	4350000	0	0	4350000	8.51
2	ASCON MERCHANDISE PRIVATE LIMITED	Mr. Govind Sharma and Mr. Ravi Shankar Shaha	AACCA0772 E	688000	0	0	688000	1.35
3	CONSOLIDATED MERCANTILES PRIVATE LIMITED	Mr. Govind Sharma and Mr. Niraj Agarwal	AACCC2960 N	604000	0	0	604000	1.18

By the Order of the Board  
Of SCAN STEELS LIMITED  
(Formerly known as CLARUS INFRASTRUCTURE REALTIES LIMITED )  
Sd/-  
**Rajesh Gadodia (DIN 00574465)**  
Managing Director

Place : M u m b a i

Date : 04<sup>th</sup> March, 2015