

SCAN STEELS 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; Telephone: +91 02226185461; 02226185462; Fax: +91 02226185463

NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014) ("The Rules")

Dear Member(s),

Notice is hereby given that, pursuant to section 110 of the Companies Act, 2013 (the "Companies Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and read with regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR"), including any statutory modification(s) or re-enactment thereof, for the time being in force, for obtaining assent of the shareholders of the company by means of postal ballot and voting through electronic means on the resolutions set out in this Notice.

The Statement setting out the material facts and the reasons thereof pertaining to the said resolution pursuant to Section 102 of the Companies Act, 2013, along with a Postal Ballot Form, are annexed for your consideration. The Company has appointed CA Arihant Kumar Bothra, Practicing Chartered Accountants, as Scrutinizer for scrutinizing the Postal Ballot and e-voting process in a fair and transparent manner.

E-Voting:

In Compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with Section 108 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the shareholders of the Company as an alternate option to cast their votes electronically.

The process and manner for e-voting is provided in the notice. In case a member votes through e-voting facility, he/she is not required to vote through Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/her vote through Postal Ballot Form, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting will commence on **Sunday, 26th February, 2017 at 9.00 A.M. and will end on Monday, 27th March, 2017 at 5.00 P.M.**

The Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, either by A) returning the Postal Ballot Form duly completed and signed, in the attached postage prepaid self addressed envelope or deposit personally at the address given thereon; or B) Casting their votes electronically in the manner set out herein. In each case, the duly completed Postal Ballot Form/ votes cast through electronically should reach to the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on **Monday, 27th March, 2017**. Please note that any Postal Ballot Form(s) received after the said date will be treated as if no reply has been received from the member.

After completion of the scrutiny, the Scrutinizer will submit his report to the Chairman and /or Whole Time Director of the Company. Subsequently, The results of the Postal Ballot shall be declared by the Chairman and/or Whole Time Director and/or Company Secretary on Thursday, 30th March, 2017 at the Registered Office of the Company situated at Office No. 104/105, E-Square, Subhash Road, Opp. Havmor Ice cream, Vile Parle (East), Mumbai – 400057 at 11.30 a.m.

The resolutions will be taken as passed effectively on the date of declaration of the results. The results of the Postal Ballot along with Scrutinizers Report will be uploaded on the Company's website viz. www.scansteels.com and on CDSL's website viz. www.cdslindia.com and will be communicated to the Stock Exchanges on which the equity shares of the Company are listed.

THE SHAREHOLDERS ARE REQUESTED TO CONSIDER, AND IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTION(S) THROUGH POSTAL BALLOT:

Special Business:

1. Alteration in Object Clause of the Company

To consider and if thought fit to pass with or without modification the following resolutions as **Special Resolution through Postal Ballot:**

"RESOLVED THAT pursuant to the provisions of Section 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of concerned authorities, the Main Object Clause of Memorandum of Association of the company be and is hereby altered by adding new sub-clause 5 after existing sub-clause 4 in Clause III (A) as under:

5. To set up power plant to generate electricity for captive and distribute by using coal, coal-waste, Hydro Power and conserving heat arising out of production process of owned units and adjacent units and to use, purchase, sale electricity subject to government regulation in this regard and to carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining of power plant with coal base and WHRB and through any type of renewable energy such as wind power plant, Solar Power plant, Solid waste CDM and all type of Power plant for trading and captive consumption purpose and electric power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer

(BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise, and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms and supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things, deeds and matters which may be connected therewith and incidental thereto and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to execute, sign and file necessary documents, e-form with Registrar of Companies/MCA Portal and other concerned authorities.”

REGISTERED OFFICE:-

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

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

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

Place: Rambahal
Date:- 14.02.2017

Notes:

1. The consent of the shareholders is solicited by passing a Special Resolution by way of a Postal Ballot as detailed in Item(s) no. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members of the company or in the register of Beneficial Owners maintained by the Depositories as on Friday, February 17, 2017.
2. Statement setting out all material facts as required under Section 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.
3. The resolution(s), if assented to by the requisite majority, shall be taken as passed on Thursday, 30th March, 2017 being the date of declaration of the result.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to all shareholders through post/ courier.
5. Voting through Electronic means:

In compliance with Regulation 44 of SEBI (LODR) Regulation, 2015, Section 108 and 110 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Shareholders to exercise their right to vote by electronic means. The period for voting through electronic means will commence at 9:00 a.m. on Sunday, 26th February, 2017 and will end at 5:00 p.m. on Monday, 27th March, 2017. The Company has appointed Mr. Arihant Kumar Bothra, Practicing Chartered Accountants, to act as the Scrutinizer, for conducting the scrutiny of the votes casted in favour or against the Resolution specified in the notice. The Shareholders desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Shareholders have option to vote either through electronic voting or through Postal Ballot Form. If a shareholder has opted for electronic voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case shareholders cast their vote both ways i.e. via physical ballot and electronic voting then electronic voting shall prevail and voting done through physical ballot shall be treated as invalid.

6. The Scrutinizer shall submit his report to the Chairman and/or Whole Time Director or any person authorized by the Board as soon as possible after the last date of receipt for postal ballot forms but not later than the close of working hours of March 29, 2017.
7. The result of the Postal Ballot shall be announced at the Registered Office of the Company at Office No. 104/105, E-Square, Subhash Road, Opp. Havmor Ice cream, Vile Parle (East), Mumbai – 400057 at 11.30 a.m. on Thursday, March 30, 2017. The resolutions will be taken as passed effectively on the date of declaration of the results. The results of the Postal Ballot along with Scrutinizer's Report will be uploaded on the Company's website viz. www.scansteels.com and on CDSL's website viz. www.cdslindia.com and will be communicated to the Stock Exchanges on which the equity shares of the Company are listed.
8. The Notice of Postal Ballot and amended Memorandum and Articles of Association of the Company are available at the website of the Company (i.e. www.scansteels.com)
9. All the material documents referred to in the Explanatory Statement will be made available for inspection, during business hours, of any working day, i.e. Monday to Friday, 11.00 A.M. to 1.00 P.M. by the members at the Registered Office of the Company from the date hereof up to Monday, March 27, 2017.

STEPS FOR E-VOTING

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

- (i) The voting period begins on Sunday, 26th February, 2017 at 9.00 a.m. (IST) and will end at 5:00 p.m. on Monday, 27th March, 2017. 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 Friday, February 17, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Monday, 27th March, 2017.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" Tab.
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the image verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the given sequence number in the PAN Field.• 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.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **SCAN STEELS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password / login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) Person responsible to address the grievances connected with the electronic voting: Mr. Rakesh Dalvi, Deputy Manager of CDSL (Contact No – 18002005533). In case you have any queries or issues regarding e-voting, you may also refer the Frequently Asked Question (FAQ) and e-voting manual available at www.evotingindia.com under the help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) Members who have not registered their e-mail addresses so far are requested to register their e-mail address with:

- (i) Our Registrar M/s. Adroit Corporate Services Pvt Limited, by sending a letter, duly signed by the first/sole holder quoting details of Folio No. or email at pratapp@adroitcorporate.com (if having shares in physical form)
- (ii) Their respective depository Participant (if having shares in Demat Form)

For receiving all future communication including Annual Reports, Notices, Circulars etc. from the company in electronic mode.

(xxii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, February 17, 2017 and as per the Register of Members of the Company.

(xxiii) M/s. Arihant & Associates (CA Arihant Kumar Bothra) (FRN-021046C), Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinizing the Postal Ballot and e-voting process in a fair and transparent manner.

(xxiv) A copy of this notice has been placed on the website of the company (www.scansteels.com) and the website of CDSL (www.cdslindia.com)

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013

Item No. 1:

Alteration in the Object Clause of the Company

The Directors of your Company have been considering various proposals to diversify its business portfolio and growing opportunities, the company is planning to setup a power plant to generate the power for captive and distribute. The Board of Directors in its meeting held on 14th February, 2017, proposed to set up a power Plant to generate electricity for captive and distribute by using coal, coal-waste, Hydro Power and conserving heat arising out of production process of owned units and adjacent units and to use, purchase, sale electricity subject to government regulation.

The existing object of the company does not cover wide range of the proposed activity. The Board decided to insert new clauses in the **Main Objects of the company** in order to carry on the business. The alteration in the Object Clause as set out in the resolutions is to facilitate the diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under existing circumstances, conveniently and advantageously combined with the present activities of the company.

For this purpose, the Company is required to obtain the consent of the shareholder by means of a special resolution as per section 13(1) of the Companies Act, 2013. Hence shareholder's consent is requested for the above proposal. The Board of Directors recommends passing of the Resolutions as contained at Item No. 1 in the notice.

A copy of the Memorandum and Article of Association of the Company will be available for inspection at the Registered Office of the Company on all working days during office hours till Monday, 27th March, 2017.

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.

REGISTERED OFFICE:-

104-105, E- Square, Subhash Road,
Opp. Havmor Ice Cream,
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CIN: L27209MH1994PLC076015
Web Site: www.scansteels.com
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**BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED**

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

Place: Rambahal
Date:- 14.02.2017

SCAN STEELS LIMITED

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POSTAL BALLOT FORM

(please read carefully the instructions printed overleaf before exercising the vote)

Postal Ballot Sr. No. :

1. Name of the sole/ first named shareholder
and Registered address of the sole/
First named shareholder
2. Registered Folio number/ DP ID No./ :
Client ID No.* (*Applicable to shareholders
holding shares in dematerialized form)
3. Name of the joint holder(s),if any :
4. No of shares held :

I/We hereby exercise my/our vote in respect of the following Resolution (s) to be passed through postal Ballot for the business stated in the notice dated 14th February, 2017 of Scan Steels Limited ("the Company") by sending my / our assent (**FOR**) or dissent (**AGAINST**) to the said Resolution(s) placing the tick (✓) mark in the appropriate column below:

Brief Description	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. Special Resolution for alteration of the Main Object of the memorandum of association of the Company.			

Place:

Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E. VOTING EVENT NO.)	USER ID	PASSWORD
170220005		

Notes:

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. For e-voting, please refer the instruction under "E-Voting" in the notice attached herewith.
3. Last Date for the receipt of Postal Ballot Forms by Scrutinizer is Monday, 27th March, 2017 (5.00 p.m.)

INSTRUCTION

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after their signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of attorney (POA) on behalf of the member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours (05.00 p.m.) on Monday, 27th March, 2017. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before Monday, 27th March, 2017 providing sufficient time for postal transit.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on Friday, 17th February, 2017.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Registered Office of the Company on Thursday, the 30th March, 2017 at 11.30 a.m. The results will be informed to the stock exchanges and hosted on the Company's website www.scansteels.com on the very day itself.
- 14. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed Procedure of e-voting is enumerated in the Postal Ballot Notice.**
15. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
16. The items of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to The Company Secretary, Scan Steels Limited, Office No. 104/105, E-Square, Subhash Road, Opp. Havmor Ice cream, Vile Parle (East), Mumbai - 400057 ;Email: secretarial@scansteels.com ; Telephone: +91 02226185461; 02226185462; Fax: +91 022-26185463