

SCAN STEELS LIMITED

[CIN: L27209MH1994PLC076015]

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

Tel: 022-26185461/62 Fax 022-26185463

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

NOTICE

NOTICE is hereby given that the thirty-first Annual General Meeting of the members of **SCAN STEELS LIMITED** will be held on Friday, the 27th day of September, 2024 at 10.30 A.M. IST through two-way Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS: -

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolutions**:
 - a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."
 - b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To appoint Mr. Rajesh Gadodia (DIN: 00574465), who retires by rotation as a director and being eligible, offers himself for re-appointment, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajesh Gadodia (DIN: 00574465), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation".

3. Appointment of Statutory Auditors

To appoint M/s Das Pattnaik & Co., Chartered Accountants (FRN: 321097E), as Statutory Auditors of the Company for a term of five consecutive years, and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification(s)

or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Das Pattnaik & Co., Chartered Accountants, Odisha (FRN: 321097E) who being eligible for appointment as Statutory Auditors in terms of section 141 of the Act and applicable Rules, be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. SRB & Associates, Chartered Accountants (Out Going Auditors) (Firm's Registration No. 310009E), Bhubaneswar, whose tenure expires at the 31st Annual General Meeting, at a remuneration mentioned in the statement annexed herewith."

"RESOLVED FURTHER THAT M/s. Das Pattnaik & Co., Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a term of five consecutive years, from the conclusion of the Thirty First Annual General Meeting until the conclusion of the Thirty-Six Annual General Meeting of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment, any increase in remuneration including any

contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company."

SPECIAL BUSINESS: -

4. Appointment of Mr. Gagan Jalan (DIN: 09523622) as an Independent Director of the Company

To appoint Mr. Gagan Jalan (DIN: 09523622) as an Independent Director (Non-Executive) of the Company to hold office for a first term of five consecutive years up to August 23rd, 2029 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and the rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Gagan Jalan (DIN: 09523622), and who has consented to act as a Director of the Company and who meets the criteria for independence stipulated under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations was appointed as an Additional Director of the Company in the category of Non -Executive Independent Director by the Board of Directors of the Company (**"the Board"**) based on the recommendations of the Nomination and Remuneration Committee with effect from August 24th, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect

of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of Five consecutive years up to August 23rd, 2029.”

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, and things and to take all such steps as may be considered necessary, desirable, or expedient for the purpose of giving effect to this resolution.”

5. Ratification of Cost Auditors’ Remuneration

Ratification of Remuneration Payable to M/s. Ray, Nayak & Associates, Cost Auditors of the Company for the financial year ending March 31, 2025

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

“RESOLVED THAT, pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors), Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the remuneration, as approved by the Board of Directors, to be paid to the cost auditors Messrs. Ray, Nayak & Associates, Cost Accountants, (Registration No. 000241) appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct audit of Cost Records maintained in respect of all applicable products of the Company for the financial year 2024-25, at ₹ 55000/- plus tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

REGISTERED OFFICE:-

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

BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED

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

Place: Bhubaneswar
Date: 24th August, 2024

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') setting out the material facts relating to the Special Business to be transacted at the 31st Annual General Meeting of the Company (the "Meeting" or "AGM") under Item Nos. 3 to 5, is annexed hereto
2. Information under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment / re-appointment at the AGM, forms integral part of the notice. The Director(s) have furnished consent(s) / declaration(s) wherever applicable for his/ their appointment / re- appointment as required under the Companies Act, 2013 and the Rules there under.
3. The Ministry of Corporate Affairs ("MCA") has vide its circular No. 20/2020 dated May 5, 2020 read with circulars No. 14/2020 dated April 8, 2020, circulars No. 17/2020 dated April 13, 2020, Circular No. 02/2022 dated May 05, 2022, and Subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and Subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 Issued by the Securities and Exchange Board of India (SEBI) permitted the holding of Annual General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable MCA / SEBI Circulars, the **forthcoming Annual General Meeting of the Company ("AGM") is being held through two-way video conferencing (VC) or other audio-visual means (OAVM) only.** Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. In continuation of Ministry's General Circular No. 20/2020, dated 05th May, 2020 and General circular no. 02/2022 dated 05th May, 2022 the AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and the latest being MCA Circular No. 09/2023 dated September 25, 2023. And other applicable SEBI circulars dated 12.05.2020, and 07.10.2023
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, SEBI Circular dated 12.05.2020 read with SEBI Circular dated 07.10.2023 and MCA General Circular No. 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 and circular no. 02/2022 dated May 05, 2022 and the

latest being Circular No. 09/2023 dated September 25, 2023 as the Forthcoming AGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, the facility to appoint proxy to attend and cast vote for the members is not available for this 31st AGM. and therefore, the Proxy Form and Attendance Slip is not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) intending to attend the meeting through their authorised representative are required to send a scanned certified copy (PDF/ JPG Format) of their Board of Directors or governing body's Resolution/Authorization, authorizing their representative(s) to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer by uploading in PDF format in the CDSL e-voting system for the scrutinizer to verify the same. Alternatively, send to the Scrutinizer at ajasso.abhijeet@gmail.com and mark cc: to the Company at secretarial@scansteels.com, if they have voted from individual tab & not uploaded in the CDSL e-voting system for the scrutinizer to verify the same before the commencement of the AGM.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with MCA Circular No. 14/2020 dated April 8, 2020.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 8, 2020 and circulars No. 17/2020 dated April 13, 2020, read with circular No. 20/2020 dated May 5, 2020, circular no. 02/2022 dated May 05, 2022 and the latest being Circular No. 09/2023 dated September 25, 2023 read with other applicable SEBI circulars the Notice calling the 31st AGM will also be available on the website of the Company at <https://scansteels.com/notice-of-general-meetings/> and Annual Report can be accessed at <https://scansteels.com/annual-report/> under Investor Relations Segment. The Notice and Annual Report 2023-24 can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com
9. Members are requested to notify changes, if any, with the requisite Documents pertaining to their change in name, postal address/ residential status, email address, telephone/ mobile numbers, Permanent Account Number (PAN), AADHAR No., mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. To their depository participants (DP) in respect of shares held in dematerialized form as per the process informed by your DP, and
 - b. To Registrar and Share Transfer Agent of the Company- **Adroit Corporate Services Pvt. Ltd**, whose office is located at 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane, Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra, email-

info@adroitcorporate.com Web Site: www.adroitcorporate.com, in respect of shares in physical form, under their signatures and quoting respective folio number.

* Members can download forms to notify or update changes as mentioned above from the company's website at <https://scansteels.com/others/>

10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to Update/submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

11. SEBI vide its Master circular No. - SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 Dated May 17, 2023 read with Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 Dated November 17, 2023, for Registrars to an Issue and Share Transfer Agents as amended from time to time, (now rescinded due to issuance of Master Circular - SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 May 07, 2024 for Registrars to an Issue and Share Transfer Agents) has announced common and simplified norms for processing investor's service requests (viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition) by RTA's and norms for furnishing PAN, KYC details and nomination.

These Norms inter-alia mandates:

- a. Furnishing of valid PAN, Choice of Nomination, contact details (ie. present postal address with PIN code and mobile number in all cases and email address for availing online services), bank account details and specimen signatures by holders of physical securities;
- b. That any service request and complaint shall be entertained only after furnishing PAN, KYC details and Nomination.
- c. for any payment including dividend, interest or redemption payment in respect of such folios, shall be made only through electronic mode with effect from April 01, 2024. only upon registration of the PAN, and KYC details

In compliance with the said circular, Reminder letters were dispatched to 1,066 identified shareholders on 15.07.2024 for updation of KYC and other Details.

Members are requested to complete their KYC as mentioned in SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 May 07, 2024 as amended from time to time. The shareholders (Physical) who have not yet responded with their details are requested to furnish the same to the Company / RTA - Adroit Corporate Services Pvt. Ltd. and Members holding shares in electronic form are, requested to update changes if any, in their PAN and Bank account details etc. to their Depository Participants with whom they are maintaining their demat accounts. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Shareholders are advised to refer the latest SEBI guidelines/ circular(s) issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC details updated at all times, to avoid freezing their folio as prescribed by SEBI. However, SEBI vide its Circular No. SEBI/

HO/MIRSD/POD-1/P/CIR/2023/181 Dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Members may download Circulars and forms for the said requests from the Company's website at <https://scansteels.com/others/> Further, relevant FAQs published by SEBI on its website can be viewed at the link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

12. Transfer of securities held in physical mode has been discontinued w.e.f. April 01, 2019. However, SEBI vide its various circulars / notifications granted relaxation for re-lodgement cases till March 31, 2021. In compliance with the circular, Re-lodgement of transfer requests was carried out till the validity period of Circular. Further, effective from April 1, 2021, Company / RTA is not accepting any requests for the physical transfer of shares from the shareholders.

Further, Pursuant to Master Circular - SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 May 07, 2024 (earlier SEBI circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022); SEBI has directed that listed companies shall henceforth issue securities in dematerialized form only while processing various Service Requests including the Transmission request as may be received from the securities holder/claimant. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Master Circular - SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 May

07, 2024 (earlier SEBI vide its Circular Nos. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022) has simplified the procedure and standardized the format of documents for transmission of securities and issuance of duplicate securities certificates. Members are requested to submit their requests, if any, along with documents as per the said circular. Members may download Circulars and forms for the said requests from the Company's website at <https://scansteels.com/others/> and from the website of the Company's RTA, Adroit Corporate Services Private Limited at <https://www.adroitcorporate.com/RandTServices.aspx>.

13. The Central Board of Direct Taxes (**CBDT**), vide Circular No. 7 of 2022 (Notification F.No.370142/14/2022-TPL) dated March 30, 2022 has stated that PAN is mandatorily to be linked with Aadhaar on or before March 31, 2022 or any other date as may be specified by the CBDT. The date in the said Notification for linking PAN with Aadhaar number was further extended to March 31, 2023. A New Press Release has been issued by CBDT on March 28, 2023, through which the date for linking PAN and Aadhaar was extended to June 30, 2023 and **recently CBDT through Circular no. 6 dated 23rd April, 2024 has totally erased the penal consequences laid down in Circular no.3 dated 28th March, 2023 and has given time till 31st May, 2024**, if an investor fails to comply with the said CBDT Circular there could be restrictions on securities and other transactions until the Pan and Aadhaar are linked. Thus, RTAs shall a) accept only valid PANs and b) also verify that the PAN in the existing folios are valid; i.e. whether it is linked to the Aadhaar number of the holder.

14. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the RTA of the Company.

Further, Members desirous of cancelling/ varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, and those who want to opt out of Nomination can send in form ISR - 3 after cancelling his/her existing nomination, if any, through SH-14 to the Registrar and Transfer Agent of the Company. These forms will be made available on request and can also be downloaded from company's website at <https://scansteels.com/others/> or RTA's website <https://www.adroitcorporate.com/RandTServices.aspx>.

*Members are requested to take note of, SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 May 07, 2024 (earlier SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 September 26, 2023) for the nomination of eligible demat accounts, submission of details by physical security holders and voluntary nomination for trading accounts. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form.

15. As per SEBI Circulars dated June 10, 2024 related to Ease of doing investments- Non-Submission of 'Choice of Nomination', shareholders holding shares in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any services request from the RTA even

if 'choice of nomination' is not submitted by these shareholders. Also, non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts. All existing shareholders are encouraged, in their own interest to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. all new investors/ unitholders shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts/ MF Folios (except for jointly held Demat Accounts and Mutual Fund Folios). As per SEBI Circulars Dated June 10, 2024, the formats for providing Nomination and Opting-out of Nomination both in case of Demat Account are provided at Annexure-A and Annexure-B respectively of this circular. the Said Circular with formats is available on the company's website at <https://scansteels.com/others/>

16. SEBI vide its circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/ or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at <https://scansteels.com/others/>
17. Securities and Exchange Board of India (SEBI) vide its Circular dated July 31, 2023(Updated from time to time), has announced the introduction of a common Online Dispute Resolution Portal ("ODR Portal"), whereby the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories (collectively referred to as Market Infrastructure Institutions (MIIs)), by expanding their scope and by establishing

a common Online Dispute Resolution Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Circulars regarding the same is available on the website of the Company at <https://scansteels.com/others/>.

18. Members are requested to kindly mention their Folio Number / Client ID and DP ID Number (in case of demat shares) in all their correspondence with the Companies Registrar in order to reply to their queries promptly, and for easy identification.
19. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
20. Notice is also given under section 91 of the Companies Act, 2013 and rules framed there under read with Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 21st Day of September, 2024 to Friday, the 27th Day of September, 2024 (Both days inclusive)
21. Members desirous of obtaining any information concerning Accounts and operations of the Company are requested to address their questions in writing to the Company or by sending an email to Company on secretarial@scansteels.com at an early date so as to enable the management to keep the information ready at the meeting.
22. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including

Annual Report can be sent by e-mail to its members.

To support this green initiative of the Government in full measure, and to receive notices of meetings, annual reports and other documents or communications from the Company, members who have not registered / Updated their e-mail addresses, so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register/update the same with our Registrar & Share Transfer Agent - **Adroit Corporate Services Pvt. Ltd**, whose office is located at 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane, Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra. Tel: +91 22 42270400/423 or can send in Email: on info@adroitcorporate.com or to the company at secretarial@scansteels.com along with form ISR- 1, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) or other requisite documents as guided by RTA/Company.

23. In compliance with the MCA Circular No. 09/2023 dated September 25, 2023, read with Circular No. 20/2020 Dated May 5, 2020, and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, read with SEBI circular dated May 12, 2020 and other applicable MCA / SEBI Circulars. Notice of the AGM is being **sent only through electronic mode** to those Members whose email addresses are registered with the Company's RTA - **Adroit Corporate Services Pvt. Ltd** / Depositories. We, request all the shareholders, who have

not yet registered their e-mail addresses, and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company at secretarial@scansteels.com. By following the process as guided to capture the email address for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.

Alternatively, member may send an e-mail request to RTA at info@adroitcorporate.com along with scanned signed copy of the request letter providing the details/Documents as guided by RTA.

24. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
25. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form SH - 13 can be obtain from Adroit Corporate Services Pvt. Limited (RTA), Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant (DP). The said form can also be downloaded from the Company's website at: <https://scansteels.com/others/> (under 'Investors' section).
26. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating

their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

27. VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and Secretarial Standard-2 on General Meetings and also, as per MCA Circulars dated April 08, 2020, April 13, 2020 May 05, 2020, May 05, 2022 and September 25, 2023 read with other applicable MCA and SEBI circulars, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited ("CDSL"). The members may cast their votes using an electronic voting system ("remote e-voting") for the ensuing Annual General Meeting.

The facility of participation in the AGM and casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM (Venue Voting) will be provided by CDSL. instructions for e-voting are given here in below.

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

- (i) The remote e-voting period begins on Tuesday, 24th September, 2024 from 9.00 a.m. and ends on Thursday, 26th September, 2024 at 05.00 p.m. During this period

shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 20th September, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 26th September, 2024.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to Section VI-C of the SEBI Master Circular bearing reference No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11 2023 and public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings-Access through Depositories CDSL/NSDL e-Voting system in case of **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on Login icon and select New System Myeasi Tab. and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your Existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services section. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e., NSDL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp> after following the process, Please follow steps given in point no. 1 above
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e., NSDL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4) Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 / 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

(v) Login method for e-Voting and joining virtual meetings - Access through CDSL e-Voting system in case of **Physical shareholders and non-Individual Shareholders Holding in Demat form**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders/Members” Tab.
- (iii) 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

- (iv) Next enter the image verification as displayed and Click on Login
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and shareholders other than individual Holding in Demat 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 sequence number in the PAN field sent by Company/RTA or Contact Company/RTA
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **SCAN STEELS LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non-Individual Shareholders & Custodians-For Remote Voting Only:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at

ajasso.abhijeet@gmail.com and mark cc: to the Company at secretarial@scansteels.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email addresses/Mobile No. are not registered with the depositories/RTA for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For Physical shareholders- with form ISR- 1, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by sending an email to RTA at info@adroitcorporate.com or to the Company at secretarial@scansteels.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP), or please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by sending an email to RTA at info@adroitcorporate.com or to the Company at secretarial@scansteels.com

Alternatively, shareholders/members may send a request to helpdesk.evoting@cdslindia.com for procuring user ID and password for e-voting.

Registration of e-mail address permanently with Company/DP: Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the shareholders. Further,

those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/ Reports and other communications electronically to their e-mail address in future.

- (xviii) In case you have any queries or issues regarding attending AGM / grievances connected with the facility for e-voting on the day of the AGM & remote e-voting, from the e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911 / 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 18002109911 / 1800 22 55 33.

- (xix) 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 20th September, 2024 and as per the Register of Members of the Company.
- (xx) Any shareholder(s) holding shares in physical form and/or non-individual shareholder who acquires shares of the company and becomes a member of the company after the Notice of Annual General Meeting is sent to all members and is holding shares as of the cut-off date, i.e., 20th September, 2024, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 / 1800 22 55 33. Alternatively, Members can also send request to RTA and

seek assistance at info@adroitcorporate.com However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com. In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under '**Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**'

(xxi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting before the AGM (During the E-voting Period) or e-voting at/ During the Annual General Meeting to cast vote on all the resolutions set forth in the Notice of AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

(xxii) The voting rights in respect of unclaimed shares held in Scan Steels Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such shareholders are to treat this notice as having been given for information purposes only.

(xxiii) M/s. A J & Associates [CS Abhijeet Jain], Practicing Company Secretaries, (Membership No. FCS 4975, CP No. 3426) of Diamond Chambers, 4, Chowringhee Lane, Block - 1, 4th Floor, Suite #4M, Kolkata - 700016. has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at/ during the AGM by electronic mode in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose. The Scrutinizer's decision on the validity of the votes will be final. Members can opt for only one mode of voting i.e., either through remote e-voting (before the AGM, During the E-voting Period) or voting at the AGM.

28. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice and Explanatory Statement/ Annual Report will be available for inspection during business hours in between 11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public Holiday) at the Registered Office of the company up to the date of the AGM, the same shall be available during the meeting hours in electronic mode however, suitably possible by the Company.

Alternatively, Members can also request by sending an e-mail to the Company at secretarial@scansteels.com up to and including the date of the Annual General Meeting of the Company.

29. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
2. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis (as per the MCA Circulars).
3. No restrictions on account of First come first served basis entry into AGM will be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
4. The attendance of the Members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. **Shareholder will be provided with a facility to attend the 31st AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. On this page the link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.**
6. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@scansteels.com
10. The shareholders who do not wish to speak during the AGM but have queries may send in their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@scansteels.com These queries will be replied to by the company suitably by email.
11. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting once the floor is open for shareholders queries. The Company reserves the right to restrict the number of speakers/Time depending on the availability of time for the AGM. Please note that, members questions will be answered only if the shareholder continues to hold shares of the Company as on the cut-off date.
12. The procedure for attending the Meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

13. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall order voting, and only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
14. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
15. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and votes cast at the AGM shall be treated as invalid.
16. The remote e-Voting module on the day of the AGM shall be disabled from CDSL Portal for voting 15 minutes after the conclusion of the Meeting.
17. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
18. Members will be required to grant access to the web-cam to enable two-way video conferencing.
30. The Scrutinizer shall immediately after the conclusion of voting at the 31st Annual General Meeting, first count the votes cast at/during the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
31. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
32. The results (of e-voting) declared along with the Scrutinizer's Report shall be placed on the Company's website at www.scansteels.com and on the website of CDSL www.evotingindia.com as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed not later than 48 hours of the conclusion of the AGM.
33. The resolutions, if passed by a requisite majority, shall be deemed to have been passed on the date of the Annual General Meeting (i.e., 27th September, 2024)
34. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 issued by

the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM

35. The investors may contact the Company Secretary for redressal of their grievances/ queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/ queries to the Company Secretary at the following e-mail address: secretarial@scansteels.com
36. The recorded transcript of the forthcoming AGM on 27.09.2024 shall be maintained by the Company and also be made available on the website of the Company at www.scansteels.com in the Investor Relations Section, at the earliest soon after the conclusion of the Meeting.
37. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

REGISTERED OFFICE:-

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

BY ORDER OF THE BOARD
FOR SCAN STEELS LIMITED

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

Place: Bhubaneswar
Date: 24th August, 2024

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

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice dated **24th August, 2024**

ITEM NO. 3

At the Company’s 21st AGM held on 30.12.2014, M/s. SRB & Associates (Firm’s Registration No. 310009E), Chartered Accountants, Bhubaneswar, were appointed as the Statutory Auditors of the Company for a First term of five consecutive years to hold office from the conclusion of the 21st Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company. The Board of Directors at its meeting held on 30th May, 2019 had recommended the re-appointment of M/s. SRB & Associates, Chartered Accountants, Bhubaneswar, for the Second Term and they were re-appointed with Member’s approval sought at the 26th AGM for the second term of 5 (five) consecutive years to hold office from the conclusion of the 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company.

As per the provisions of the Companies Act, 2013 (“the Act”), no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. M/s. SRB & Associates, will complete their present (Second) term on conclusion of this 31st Annual General Meeting. Accordingly, they will complete the period of ten years at the conclusion of the 31st Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. SRB

& Associates during their association with the Company as its auditors.

Our Audit Committee is responsible for overseeing and evaluating the performance of the external auditors on behalf of the Board and recommends to the Board whether a specific external auditor should be elected or re-elected. For the purpose of appointment of new Auditors, the Audit Committee along with the Management invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as credibility/reputation of the auditing firm, knowledge and experience of the partners, team strength, understanding of business, technical and operational capability, ability to provide transparent and accurate recommendations, open and effective communication and coordination with the Audit Committee, Corporate Auditing, and the management, Audit skills and the Audit fees and based on this detailed analysis, recommended to the Board name of M/s Das Pattnaik & Co., Chartered Accountants, (FRN: 321097E), Odisha as the Company’s new Statutory Auditor who have given their consent under Section 139 of the Companies Act, 2013. The firm holds the ‘Peer Review’ certificate as issued by ‘ICAI’. The Board of Directors of the Company (“the Board”), at its meeting held on 24th August, 2024 has, considering the experience and expertise and on the basis of recommendation of the Audit Committee, proposed to the Members of the Company for their approval appointment of M/s Das Pattnaik & Co., Chartered Accountants, (FRN: 321097E), Odisha as the Statutory Auditors of the Company in place of outgoing Auditors M/s. SRB & Associates (Firm’s Registration No. 310009E), Chartered Accountants, for a period

of five consecutive years commencing from the conclusion of the Thirty First Annual General Meeting until the conclusion of the Thirty-Six Annual General Meeting.

M/s Das Pattnaik & Co., Chartered Accountants have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) read with section 144 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors: The proposed remuneration to be paid to the Auditors as Statutory Auditors' fees for the financial year 2024-25 is ₹ 20 Lakhs (Rupees Twenty Lakhs Only). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Terms of appointment: M/s Das Pattnaik & Co., is proposed to be appointed as Statutory Auditors for a period of five consecutive years commencing from the conclusion of the Thirty First Annual General Meeting until the conclusion of the Thirty-Six Annual General Meeting.

Material change in fee payable: There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2024-

25 and the remuneration paid to the Outgoing Auditors for the financial year 2023-24. The remuneration to be paid to the Statutory Auditors during their First term shall be commensurate with the services to be rendered by them during the said tenure.

Basis of recommendation and auditor credentials: The Audit Committee and the Board of Directors based on the credentials of the firm and partners, and size of the Company and eligibility criteria prescribed under the Companies Act, 2013 recommends the appointment of M/s Das Pattnaik & Co., as statutory auditors of the Company.

Profile: M/s Das Pattnaik & Co., is a Chartered Accountant firm are conducting audits of commercial entities, including PSUs and banks. They have exposure to tax audits, audits of provident funds, NGOs, staff welfare trusts, investigation audits, physical verification of fixed assets, stocks, etc. They also have vast experience in direct tax matters, including appearing before assessment and appellate authorities. The firm follows a stringent process for assigning partners as in-charge of audits. The firm also has guidelines for partners' rotation.

None of the Directors, Key Managerial Personnel and their other relatives are concerned or interested financially or otherwise in the Resolution at Item No. 3 of the Notice except to the extent of their shareholding in the Company if any.

The Board of Directors recommends passing of the Resolution at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

Based on the recommendations of the Nomination and Remuneration Committee ('NRC'), The Board of Directors of the Company, at its meeting held on August 24th, 2024 had appointed Mr. Gagan Jalan (DIN: 09523622), as an Additional Director (Non-Executive-Independent Director)

of the Company pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company for a First term of 5 (five) consecutive years commencing from August 24th, 2024 not liable to retire by rotation, subject to the approval of the Members of the Company.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) further provides that an Independent Director may hold office for up to two consecutive terms. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

Mr. Gagan Jalan has consented to act as Director of the Company, and submitted his Consent in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 subject to appointment by the Members and has Intimated in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act from being appointed as a Director.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") inter alia prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act read with Listing Regulations. Mr. Jalan has also given

his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Gagan Jalan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a director by virtue of any SEBI Order or any such Authority. Further, Mr. Gagan Jalan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). He also passed the IICA-conducted online proficiency self-assessment test.

The Company has also received a Notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Gagan Jalan for the Office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Brief Profile: Mr. Gagan Jalan, aged 22 years, holds a degree in BBA with finance and post-graduation in PGDM in finance from IMT, Nagpur, with a strong foundation in financial management, accounting, and business principles. He has further honed his business acumen and leadership skills through the BBA program, equipping him with advanced knowledge in strategic management, marketing, and operations. Gagan is proficient in analyzing market trends and identifying opportunities for growth in the steel trading sector. He has strong negotiation skills, enabling him to secure favorable terms with suppliers and customers, and a solid understanding of financial principles, budgeting, and cost management. He has the

ability to develop and implement strategic plans to achieve business objectives. He has excellent communication skills, both written and verbal, facilitating effective interaction with stakeholders at all levels. Gagan aims to leverage his education and experience to further excel in the steel trading industry. He is passionate about driving business growth and is eager to take on new challenges that will allow him to expand his skill set and contribute to the organization's success.

In the opinion of the Board, Mr. Gagan Jalan is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the management.

Copy of draft letter of appointment of Mr. Gagan Jalan, setting out the terms and conditions of his appointment, The terms and conditions of the appointment of Independent Directors and the notice received from the member proposing his candidature is available for inspection by the members during business hours in between 11.00 a.m. to 01.00 p.m. on all working days (except Saturday, Sunday and Public Holiday) at the Registered Office of the company up to the date of the AGM. Alternatively, Members can send a request along with their DP/Client ID or Folio No. from their registered email address to the Company at secretarial@scansteels.com. Documents can also be accessed from companies' website at: <https://scansteels.com/independent-directors/>

Mr. Gagan Jalan does not hold any Equity Share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way and is interested in the resolutions set out at Item Nos. 4 of the Notice with regard to his appointment.

The relatives of Mr. Gagan Jalan may be deemed to be interested in the respective resolution to the extent of their shareholding interest, if any,

in the Company. Except Mr. Gagan Jalan and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

A Brief resume of Mr. Gagan Jalan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 in respect of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting, annexed to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mr. Gagan Jalan as an Independent Director (Non-Executive) for 5 (five) consecutive years commencing from August 24th, 2024 is now placed for the approval of the members by a Special Resolution.

Based on his qualifications, experience, skills, and knowledge, the Board considers that Mr. Gagan Jalan's association would be of immense benefit to the company, and accordingly, the Board recommends passing of the Special Resolution as set out in Item No. 4 of the Notice for the approval of the members of the company.

ITEM NO. 5

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost

Accountant in practice. Based on the documents made available and the discussions held at the meeting of the Audit Committee on August 24th, 2024, it considered and recommended the appointment and remuneration of the Cost Auditors to the Board of Directors ('Board'). The Board has, on the recommendation of the Audit Committee approved in their Meeting held on August 24th, 2024 the appointment and remuneration of Messrs Ray, Nayak & Associates, Partner CMA. Chaitanya Kumar Ray, Cost Accountants, as the Cost Auditor of the Company for the Financial Year 2024-25.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board has to be ratified by the Members of the Company. The Board has fixed

the remuneration payable to Cost Auditors for Financial Year 2024-25 at ₹55000/- plus tax as applicable and reimbursement of out-of-pocket expense incurred, to conduct audit of Cost Records maintained by the Company in respect of all applicable products of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2025.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for the approval of the Members.

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: Bhubaneswar
Date: 24th August, 2024

INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FOR DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING.

Name	Date of Birth and Age	Qualification	Experience	Position in the Company	Listed Co. (other than SSL) in which directors hold directorship and committee membership.			Shareholding In the Co.	Directors inter-se relation	Date of first appointment on the Board
					Directorship	Chairperson of Board committee	Members of Board Committee			
*Mr. Rajesh Gadodia	02.10.1972 52 Years	Mechanical Engineer	having more than 28 years of industrial and business experience, primarily in the steel sector. He is primarily involved in business development activities of the company and manages the distribution network of the company in the coastal, northern and southern region of Odisha and southern India operation. In finance he had the exposure in Treasury, Accounting, MIS, Forex Risk Management, Taxation, IT and all other related areas with exposure in India and overseas.	Non-Executive Chairman (liable to retire by rotation)	Nil	Nil	Nil	5463100 (as on 31 st March, 2024)	Nil	On Board 14.03.2014 As a Non-Ex C.M - 24.05.2016
**Mr. Gagan Jalan	02.09.2001 22 Years	BBA, PGDM (Finance)	strong foundation in financial management, accounting, and business principles. He has further honed his business acumen and leadership skills through the BBA program, equipping him with advanced knowledge in strategic management, marketing, and operations.	Non-Executive - Independent Director	Nil	Nil	Nil	Nil	Nil	24.08.2024

* Mr. Rajesh Gadodia is Beneficial Owner for the Registered Owners – M/s. Bayanwala Brothers Pvt. Ltd. Who holds (53,83,501 shares -10.28%) and M/s. Ascon Merchandise Pvt. Ltd. Who holds (6,88,000 Shares – 1.31%) shares in the Company.

* There are no listed entities from which Mr. Rajesh Gadodia has resigned in the past three years.

* Mr. Rajesh Gadodia holds Directorship in Artline Commerce Pvt. Ltd., Shristi Resorts & Multiplex Pvt. Ltd. Eco Steel India Limited, Shrishti Trading Corporation Pvt. Ltd. RPSG Agro Commodity Pvt. Ltd. Trishna Infra & Homes Pvt. Ltd. (Position(s) in LLP's not considered.) and do not hold any membership/chairmanship of committees of other boards.

* Mr. Rajesh Gadodia having more than 28 years of industrial and business experience, primarily in the steel sector. He is primarily involved in business development activities of the company.

* Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013.

** Mr. Gagan Jalan is not the beneficial owner of the shares in the company

** There are no listed entities from which Mr. Gagan Jalan has resigned in the past three years.

** Mr. Gagan Jalan holds Directorship in Refulgent Ispat Private Limited. And do not hold any membership/chairmanship of committees of other boards.

** Mr. Gagan Jalan is proficient in analyzing market trends and identifying opportunities for growth in the steel trading sector. his strong

negotiation skills, will enable him to secure favorable terms with suppliers and customers, and a solid understanding of financial principles, budgeting, and cost management. He has the ability to develop and implement strategic plans to achieve business objectives. his education and experience will be beneficial to excel in the steel trading industry. He is passionate about driving business growth and is eager to take on new challenges that will contribute to the organization's success.

** Tenure as a Non-Executive Independent Director of the Company, is for a First Terms of five consecutive years, with effect from August 24, 2024, not liable to retire by rotation

- ❖ None of the above Directors are disqualified from being appointed as a director in terms of section 164 of the Act.
- ❖ None of the directors or key managerial personnel or their relatives, are concerned or interested financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.
- ❖ The details of Board and Committee Meetings attended by these Directors (wherever applicable) during the year 2023-24 are stated in the Corporate Governance Report which forms part of this Annual Report.
- ❖ Only two Committees namely, Audit Committee, Stakeholders Relationship Committee have been considered.
- ❖ The details of remuneration/Sitting Fees, (wherever applicable), are provided with other relevant Details mentioned in Board and Corporate Governance Report which forms part of this Annual Report.

SCAN STEELS LIMITED

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

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

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

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

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

Dear Sir,

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

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

Folio No...../DP ID No.* and Client ID No.*

*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder : _____

Name of the Joint Shareholders (if any) : _____

No. of Shares held : _____

E-mail id for receipt of documents in
Electronic mode : _____

Date:

Place:

Signature: _____
(Sole / First Shareholder)

Note:

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