

## NOTICE

**NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of SCAN STEELS LIMITED (formerly Known as Clarus Infrastructure Realities Limited) will be held on Friday, the 30th day of September, 2016 at 10.00 A.M. at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 to transact the following business:**

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ankur Madaan (DIN:07002199), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the auditors of the company and to fix their remuneration, in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the resolution passed by the Members at the Twenty First Annual General Meeting (AGM) held on December 30, 2014 in respect of appointment of the auditors, M/s. SRB & Associates, Chartered Accountants (Firm's Registration No. 310009E) (SRB), till the conclusion of the AGM to be held in the year 2019, the Company hereby ratifies and confirms the appointment of SRB, as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Twenty Forth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the Financial Year ending March 31, 2017 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS:-

4. Ratification of Cost Auditors' Remuneration

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

“Resolved that, in accordance with the provisions of Section 148 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 of Messrs. Ray, Nayak & Associates, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of Cost Records maintained in respect of all applicable products of the Company for the financial year 2016-17, at ₹ 30,000/- plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.”

5. Appointment of Mr. Ankur Madaan as a Whole-time Director of the Company.

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

“RESOLVED THAT pursuant to Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, the Company hereby approves the appointment and



terms of remuneration of Mr. Ankur Madaan (DIN: 07002199), as a Whole- Time Director of the Company for the period of five years with effect from 24th May, 2016 to 23rd May, 2021, liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner so as to not exceed the limits specified in Schedule V to the Act, as may be agreed to between the Board of Directors and Mr. Ankur Madaan.

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution.”

**6. Appointment of Mr. Runvijay Singh as the Director of the Company**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 152, 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 19 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Runvijay Singh (DIN: 02239382), as Whole-time Director of the Company designated as executive director with effect from May 24, 2016, liable to retire by rotation, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached

hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Runvijay Singh.

RESOLVED FURTHER THAT the remuneration payable to Mr. Runvijay Singh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

**7. Appointment of Mr. Punit Kedia (DIN: 07501851) as an Independent Director of the Company**

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

RESOLVED THAT pursuant to Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Punit Kedia (DIN 07501851) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective May 24, 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying

his intention to propose Mr. Punit Kedia (DIN 07501851) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from May 24, 2016 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and his term shall not be subject to retirement by rotation.

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

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any members by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee

in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the dispatch of the document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above 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**  
of SCAN STEELS LIMITED  
(Formerly Known as Clarus  
Infrastructure Realities Limited)

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

**Place: Mumbai**

**Date: 20th August, 2016**



## NOTES

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf and the proxy need not be a member of the company. Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting. A blank proxy form is enclosed with this report.

During the Period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

4. In terms of Section 152 of the Companies Act, 2013, Mr. Ankur Madaan (DIN:07002199), Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment.

The Board of Directors of the Company commends their respective appointment / re-appointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of Listed companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, is furnished as annexure to the Notice. The Directors have furnished consent / declaration for their appointment / re- appointment as required under the Companies Act, 2013 and the Rules there under.

5. Members are requested to notify any change of address or bank mandates:
  - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
  - b. To Registrar and Share Transfer Agent of the Company- Adroit Corporate Services Pvt. Ltd, whose office is located at 19, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane , Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra, in respect of shares in physical form, to notify their change of address/ residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. 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.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to bring your copies of the Annual Report/ the Notice of the meeting along with the Attendance Slip with them duly filled in and hand over the same at the entrance of the Meeting Hall.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 23rd day of September, 2016 to Friday, the 30th day of September, 2016 (both day inclusive).
10. Members desirous of obtaining any information concerning Accounts and operations of the Company are requested to address their questions in writing to the Company at an early date so as to enable the management to keep the information ready at the meeting.

- 11.** The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with our Registrar & Share Transfer Agent - Adroit Corporate Services Pvt. Ltd, whose office is located at 19, Jafferbhoy Industrial Estate, 1st Floor, Makwana Lane , Marol Naka, Andheri-E, Mumbai - 400059, Maharashtra.
- 12.** In accordance with the Companies Act, 2013 read with the rules framed there under, the Annual Report 2015-2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copy of the Annual Report 2015-2016 is being sent by the permitted mode.
- 13.** Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for the financial year ended on 31.03.2016 will also be available on the Company’s website [www.scansteels.com](http://www.scansteels.com) for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company’s investor email id : [secretarial@scansteels.com](mailto:secretarial@scansteels.com)
- 14.** The Securities and Exchange Board of India (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 submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA - Adroit Corporate Services Pvt. Ltd.
- 15.** 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.
- 16.** Corporate Members intending to send their authorized representatives to attend the AGM Pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 17.** Members are requested to bring their Identity Card or Details of Shares Held (eg. Folio No./ DP ID , CLIENT ID etc.) for easy identification of attendance at the Meeting Hall.
- 18.** 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).
- 19.** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit Corporate Services Pvt Limited (RTA), for consolidation into a single folio.
- 20. VOTING THROUGH ELECTRONIC MEANS**

In compliance with Section 108 of the Companies Act, 2013, 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, the Company is pleased to provide to



its members 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 from a place other than the venue of the Annual General Meeting ("remote e-voting"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below.

The facility for voting through ballot paper or polling paper will also be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting or by Ballot Form, shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

(I) The remote e-voting period begins on Tuesday, 27th September, 2016 from 9.00 a.m. and ends on

Thursday, 29th September, 2016 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 23rd September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00p.m. on 29th September, 2016.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the given sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (viii)** After entering these details appropriately, click on “SUBMIT” tab.
- (ix)** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x)** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi)** Click on the EVSN for the relevant SCAN STEELS LIMITED on which you choose to vote.
- (xii)** On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii)** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv)** After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv)** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi)** You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii)** If Demat account holder has forgotten the same password / 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](http://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](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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. Wenceslaus Futardo, 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](http://www.evotingindia.com)



under the help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(xxi)** 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 23rd September, 2016 and as per the Register of Members of the Company.

**(xxii)** Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., 23rd September, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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](http://www.evotingindia.com).

**(xxiii)** 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, voting through Ballot Form, as well as voting at the Annual General Meeting.

**(xxiv)** M/s. Arihant & Associates (CA Arihant Kumar Bothra) (FRN-021046C), Practicing Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.

(xxv) A copy of this notice has been placed on the website of the company ([www.scansteels.com](http://www.scansteels.com)) and the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com))

**21.** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office, Corporate Office as well as at Head Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up

to and including the date of the Annual General Meeting of the Company.

**22.** The register of contracts or agreement in which the director’s are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

**23.** Voting through Physical Ballot Form:

The members who do not have access to remote e-voting, are requested to fill in the physical ballot form being part of the Annual Report (a copy of the same is also part of the soft copy of the Annual Report) and submit the same in a sealed envelope to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot form must be received by the Scrutinizer at the office address on or before 29th September, 2016 (5.00 p.m.). The Scrutinizer’s decision on the validity of the forms will be final. A members can opt for only one mode of voting i.e. either through remote e-voting or by ballot form. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.

**24.** Voting Facility at AGM

At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting, by way of Ballot paper, for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.

**25.** The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at 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 make not later than 3 (Three days) from the conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.



26. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.scansteels.com](http://www.scansteels.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) 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. The above said report and results shall also be displayed on the notice board of the company at its registered office and its head office as well as corporate office. 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. 30th September, 2016)

28. 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](mailto:secretarial@scansteels.com).
29. Route-map from Andheri Railway Station to E-Square, the venue of the Meeting is as under.



**REGISTERED OFFICE: -**

104-105, "E- Square", Subhash Road,  
Opp. Havmor Ice Cream,  
Vile Parle (E), Mumbai – 400057  
CIN: L27209MH1994PLC076015  
Web Site: [www.scansteels.com](http://www.scansteels.com)  
Email – id: [secretarial@scansteels.com](mailto:secretarial@scansteels.com)  
Place: Mumbai  
Date: - 20th August, 2016

**BY ORDER OF THE BOARD**

of SCAN STEELS LIMITED  
(Formerly Known as Clarus Infrastructure Realities Limited)  
Sd/-  
Prabir Kumar Das  
(President & Company Secretary)



## 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 8 of the accompanying Notice dated 20th August, 2016.

### ITEM NO. 3

This Statement is provided though strictly not required as per Section 102 of the Act.

In the Annual General Meeting of the Company held on December 30, 2014, M/s. SRB & Associates, Chartered Accountant (Firm's Registration No. 310009E), Bhubaneswar had been appointed as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the twenty first Annual General Meeting held on December 30, 2014 till the conclusion of the twenty sixth Annual General Meeting of the Company to be held in the year 2019, subject to the ratification of their appointment at every Annual General Meeting by Members. Accordingly, ratification of the Members is being sought for appointment of the Statutory Auditors as per the proposal contained in the Resolution set out at Item No. 3 of the Notice. As per the requirement of the Act, SRB have confirmed that the appointment if made would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Auditor in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014.

In view of the above, SRB continuing to be eligible to act as Auditors of the Company and based on the recommendation of the Audit Committee at its Meeting held on August 20, 2016 and pursuant to Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 3 of the Notice.

### ITEM NO. 4

The Board of Directors of the Company (“the Board”) at the meeting held on 24th May, 2016, on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s. Ray, Nayak & Associates, Partner CMA. Chaitanya Kumar Ray, Cost Accountants, to conduct audit of Cost Records maintained by the Company in respect of all applicable products of the Company for the financial year 2016-17.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors needs ratification by the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

Your Directors recommend the resolution as at Item No. 4 for your approval.

### ITEM NO. 5

Mr. Ankur Madaan (DIN:07002199), is a commerce graduate having more than 4 years of experience in the steels and cement sector business.

Initially Mr. Ankur Madaan Joined the Board as an Independent Director on October 24, 2014 and subsequently in the Board meeting held on May 24 2016, based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of members, Mr. Ankur Madaan was re-designated as Whole Time Director for a period of five years w.e.f. 24.05.2016

Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Ankur Madaan and the terms and conditions of the appointment are given below:

**(1) Period:** From 24th May, 2016 to 23 May, 2021

**(2) Nature of Duties:**

The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint venture companies and/or subsidiaries. This includes performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or joint venture companies and/or subsidiaries or any other executive body or any committee of such a company for which he may be allowed to receive remuneration as may be determined by the Board of such associated companies and/or joint venture companies and/or subsidiaries, subject to compliance with the applicable provisions of the prevailing laws and regulations.

**(3) a) Remuneration:**

In the Board Meeting held on 24th May, 2016, it was proposed to pay salary of ₹ 4,80,000/- per annum. The salary payable to Mr. Ankur Madaan is in consonance & comparable with industry norms and in accordance with the provisions of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013.

**b) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of WTD, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the

extent permitted under the Act.

- (4) (I)** The WTD shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- (ii)** The terms and conditions of his appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and him, subject to such approvals as may be required.
- (iii)** The employment of the WTD may be terminated by the Company without notice or payment in lieu of notice:
  - (a)** If the WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or joint venture company or associated company to which he is required by the Agreement to render services; or
  - (b)** In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him; or
  - (c)** In the event the Board expresses its loss of confidence in him.
  - (iv)** Upon the termination by whatever means of the WTD's employment:
    - (a)** He shall immediately cease to hold offices held by him in any subsidiary or Joint Venture Company or associated company and other entities without claim for compensation for loss of office.
    - (b)** He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or joint venture companies or associated companies.
    - (v)** If and when the agreement expires or is terminated for any reason whatsoever, Mr. Ankur Madaan will cease to be the WTD and also cease to be a Director. If at any time he ceases to be a Director of the Company



for any reason whatsoever, he shall cease to be the WTD and the agreement shall forthwith terminate. If at any time, he ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and WTD of the Company.

**Notes:**

- i. Mr. Ankur Madaan shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company and it shall be Mr. Ankur Madaan's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- ii. If Mr. Ankur Madaan is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Director or any breach of the terms of his appointment, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on him and the Company may, by giving thirty days' notice in writing, terminate this appointment and he shall cease to be the Director of the Company, upon expiration of such notice.
- iii. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

Brief particulars of Mr. Ankur Madaan, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Ankur Madaan 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.

Except Mr. Ankur Madaan himself, none of the Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 5 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mr. Ankur Madaan as WTD as set out above.

**ITEM NO. 6**

Mr. Runvijay Singh (DIN 02239382) aged about 36 years is a mechanical engineer having more than 11 years of industrial and business experience in steel sector. He is involved in Taxation, Finance and Liaison with Govt./ Non-Govt. department.

Pursuant to the recommendation of Nomination and Remuneration Committee the Board of Directors of the Company vide resolution passed on May 24, 2016 approved appointment of Mr. Runvijay Singh as Additional Director on the Board of the Company with effect from May 24, 2016 (designated as Executive Director) in accordance with the provisions contained in Section 196 and 197. Mr. Runvijay Singh shall hold office up to the date of the Annual General Meeting to be held on September 30, 2016 and shall be eligible for election subject to the approval of the shareholders at this Annual General meeting.

Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Runvijay Singh and the terms and conditions of the appointment are given below:

**I. Period of appointment:**

May 24, 2016 to May 23, 2019

**II.A) Remuneration:**

In the Board Meeting held on 24th May, 2016, it was proposed to pay overall salary of ₹ 3,60,000/- per annum. The salary payable to Mr. Runvijay Singh is in consonance & comparable with industry norms and in accordance with the provisions of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act, 2013. The annual increments will be decided by the Board of Directors and will be merit-based and take into account other relevant factors.

**B) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of executive director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

**Notes:**

- i. Mr. Runvijay Singh shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company and it shall be Mr. Runvijay Singh's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- ii. If Mr. Runvijay Singh is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Director or any breach of the terms of his appointment, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on him

and the Company may, by giving thirty days' notice in writing, terminate this appointment and he shall cease to be the Director of the Company, upon expiration of such notice.

- iii. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Runvijay Singh.

The Board of Directors recommends the resolution in relation to the appointment of Executive Director, for the approval of the members of the Company.

Notice u/s 160 has been received from member signifying their intention to propose appointment of Mr. Runvijay Singh as Executive Director of the Company along with a deposit of ₹ 1,00,000.

Mr. Runvijay Singh 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.

Brief particulars of Mr. Runvijay Singh, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Except Mr. Runvijay Singh, none of the Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 6 of the Notice.

**ITEM NO. 7**

The Board of Directors of the Company ('the Board') at the meeting held on 24th May, 2016, on the recommendation of the Nomination & Remuneration Committee, have approved the appointment of Mr. Punit Kedia, as Additional Director, and subject to the approval of the Members, also as Independent Director, with



effect from 24th May, 2016, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The Board at the meeting held on 20th August, 2016, on the recommendation of the Nomination & Remuneration Committee, has recommended for the approval of the Members, the appointment of Mr. Punit Kedia as Independent Director of the Company for a period of five years with effect from 24th May, 2016.

Mr. Kedia is a commerce graduate and has wide experience in steel sector, In the view of your Board, the association of Mr. Kedia and the rich experience he brings with him, would benefit the Company. Declaration has been received from Mr. Punit Kedia that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of your Board, Mr. Punit Kedia fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Director and he is independent of the management of the Company.

Mr. Punit Kedia does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person. Additional information in respect of Mr. Punit Kedia, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is appearing in corporate governance report.

Notice under Section 160 of the Act proposing the appointment of Mr. Punit Kedia has been received. Requisite consent, pursuant to Section 152 of the Act, has been filed by Mr. Punit Kedia.

Mr. Punit Kedia and his relatives are interested in this Resolution.

The notice received from the member proposing the candidature of Mr. Punit Kedia in terms of Section 160 of the Companies Act, 2013 and the terms and conditions of appointment of Independent Directors shall be open 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) at the Registered Office of the company up to the date of the meeting.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mr. Punit Kedia is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Resolution for your approval.

#### ITEM NO. 8

Company had received a notice from one of the members to send all the notices, annual reports and other documents in a particular mode of speeds post. In view of provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expenses borne by the company for such dispatch will be paid in advance by the member to the company.

The board recommends the resolution at item no. 8 for the approval of the shareholders.

None of the Directors or key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

#### REGISTERED OFFICE: -

104-105, "E- Square", Subhash Road, Opp. Havmor Ice Cream,  
Vile Parle (E), Mumbai – 400057  
Email – id: secretarial@scansteels.com  
Place: Mumbai  
Date: - 20th August, 2016

#### BY ORDER OF THE BOARD of SCAN STEELS LIMITED

(Formerly Known as Clarus Infrastructure Realities Limited)

Sd/-

Prabir Kumar Das  
(President & Company Secretary)

**INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING.**

Name	Age	Qualification	Experience	Position in the Company	Listed Co. (other than SSL) in which directors hold directorship and committee membership.			Shareholdings in the Company	Directors inter-se relation
					Directorship	Chair person of Board Committees	Members of Board Committees		
<b>Mr. Ankur Madaan</b>	26 years	Graduate in Commerce	He has commerce graduate and having more than 5 years experience in the steels and cement sector business.	Whole-Time Director (Executive)	Nil	Nil	Nil	Nil	Nil
<b>Mr. Runvijay Singh</b>	36 years	Mechanical Engineer	He has more than 11 years of industrial and business experience in steel sector. He is involved in Taxation, Finance and Liaison with Govt./ Non - Govt. department .	Executive Director	Nil	Nil	Nil	Nil	Nil
<b>Mr. Punit Kedia</b>	26 years	Graduate in Commerce	He has commerce graduate and having more than 3 years experience in the steels sector business.	Independent Nonexecutive Director	Nil	Nil	Nil	Nil	Nil

**SCAN STEELS LIMITED**  
Regd. Office: Off. No. 104,105, E-Square, Subhash Road, Opp.Havmor Ice- Cream,  
Vile Parle (East), Mumbai – 57.  
(CIN L27209MH1994PLC076015 )  
23rd Annual General Meeting- 30th September, 2016 at 10.00 a.m.

**ATTENDANCE SLIP**

DP ID:

Client Id

Folio NO.

No. of Shares

Name of the Shareholder

.....

Joint Holder 1

.....

Joint Holder 2

.....

Registered address of the Shareholder

.....

Name of the Proxy / Representative

.....

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company to be held at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 on Friday, the 30th Day of September, 2016 at 10.00 A.M.

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

**NOTES:**

- 1) Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
- 2) Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.
- 3) Members are requested to Bring their Identity Cards or details of Shares held by them in the Company (i.e. Folio no. , DP ID, CLIENT ID) while Coming to attend the Annual General Meeting for easy identification.



# PROXY FORM

(Form No. MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

CIN	L27209MH1994PLC076015
Name of the Company	Scan Steels Limited
Registered office	104 - 105, E Square, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057.
Name of the Member(s)	
Registered Address	
Email - id	
Folio No. / Client ID	

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

1.	Name
	Address
	E-mail Id
	Signature

failing him

2.	Name
	Address
	E-mail Id
	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on the 30th September 2016 at 10.00 A.M at E-Square, Conference room (Off. no-11), Ground Floor, Subhash Road, Opp. Havmor Ice Cream, Vile Parle (E), Mumbai – 400057 and at any adjournment thereof in respect of such resolutions as are indicated below. The security holder may vote either for or against each of the resolutions mentioned in the AGM notice.

Sr. No.	RESOLUTIONS
1.	Ordinary resolution for adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the year ended 31-03-2016
2.	Ordinary resolution for re-appointment of director in place of Mr. Ankur Madaan (DIN: 07002199), who retires by rotation and being eligible, offers himself for re-appointment.
3.	Ordinary resolution for ratification of appointment of the auditors (M/s. SRB & Associates, Chartered Accountants) of the company and to fix their remuneration.
4.	Ordinary Resolution for ratification of Remuneration of Cost Auditors under section 148 of the companies Act, 2013
5.	Ordinary Resolution for Appointment and terms of remuneration of Mr. Ankur Madaan as a Whole- time Director of the Company.
6.	Ordinary Resolution for Appointment and terms of remuneration of Mr. Runvijay Singh as an executive director of the Company
7.	Ordinary Resolution for Appointment of Mr. Punit Kedia as an Independent Director of the Company
8.	Ordinary Resolution for approval to deliver documents through a particular mode as may be sought by the member.

Signed this.....day of.....2016

Signature of shareholder : .....

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

AFFIX  
REVENUE STAMP  
OF NOT LESS  
THEN ₹ 1

**Note : This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**SCAN STEELS LIMITED**  
**(Formerly Known as Clarus Infrastructure Realities Limited)**  
 (CIN-L27209MH1994PLC076015)

**Regd Office :** Office No. 104/105, E-Square, Subhash Road, Opp. Havmor Ice cream, Vile Parle (East), Mumbai – 400057,  
**Email:** secretarial@scansteels.com **Website :** [www.scansteels.com](http://www.scansteels.com);  
**Telephone :** +91 02226185461; 02226185462; **Fax :** +91 02226185463

**BALLOT FORM FOR VOTING ON RESOLUTIONS IN THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT 10.00 A.M.**

1. Name(s) and Registered Address :  
 of the sole / first named Member
2. Registered Folio No. :
3. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 20th August, 2016, by conveying my / our assent or dissent to the resolutions by placing tick ( ✓ ) mark in the appropriate box below :

Sr. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
<b>ORDINARY BUSINESS</b>				
1.	Ordinary resolution for adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the year ended 31-03-2016			
2.	Ordinary resolution for re-appointment of director in place of Mr. Ankur Madaan (DIN: 07002199), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Ordinary resolution for ratification of appointment of the auditors (M/s. SRB & Associates, Chartered Accountants) of the company			
<b>SPECIAL BUSINESS</b>				
4.	Ordinary Resolution for ratification of Remuneration of Cost Auditors under section 148 of the Companies Act, 2013			
5.	Ordinary Resolution for Appointment and terms of remuneration of Mr. Ankur Madaan as a Whole- time Director of the Company.			
6.	Ordinary Resolution for Appointment and terms of remuneration of Mr. Runvijay Singh as an executive director of the Company			
7.	Ordinary Resolution for Appointment of Mr. Punit Kedia as an Independent Director of the Company			
8.	Ordinary Resolution for approval to deliver documents through a particular mode as may be sought by the member.			

**ELECTRONIC VOTING PARTICULARS**

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

Signed this.....day of.....2016

Signature of shareholder :.....

## INSTRUCTION

1. In case of those members, who do not have access to e-voting facility, they can use this Ballot form and convey their assent / dissent to each one of the items of business to be transacted at the ensuing AGM.
2. A Member desiring to exercise vote by physical ballot form may complete this Ballot form and send it to the Company at its registered office in the name of Scrutinizer, on or before 29<sup>th</sup> September, 2016 (05.00 p.m.)
3. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 23<sup>rd</sup> September, 2016.
4. The Scrutinizer's decision on the validity of Ballot form will be final.
5. **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 Ballot Form. E-voting is optional. The detailed Procedure of e-voting is enumerated in the Notice of Annual General Meeting.**
6. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through Ballot form subject to the form being found to be valid shall be treated as invalid.
7. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman.
8. The Results declared along with Scrutinizer's Report shall be displayed on the notice board of the company at its registered office and its head office as well as corporate office and on the website of company as well as on website of CDSL not later than 3 days of the passing of the resolutions at the AGM of the Company and communicate to Stock Exchanges where the shares are listed.