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# **SATHAVAHANA ISPAT LIMITED**



**27<sup>TH</sup>  
ANNUAL REPORT  
2015-16**

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AGM : 27<sup>th</sup> Annual General Meeting  
 Day and Date : Friday, the 30<sup>th</sup> September, 2016  
 Time : 03.00 p.m.  
 Venue : Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500 038  
 Cut off Date/Record Date : 15.09.2016  
 Date of Book Closure  
 i) Physical Mode : 16.09.2016 to 30.09.2016 (both days inclusive)  
 ii) Electronic Mode : 15.09.2016  
 ISIN No. : INE 176C01016  
 Listing : BSE Limited (BSE) (Stock Code : 526093)  
                   National Stock Exchange of India Limited (NSE) (Stock Code : sathaispat)

## General Corporate Information

**BOARD OF DIRECTORS :**

Shri K.Thanu Pillai	Chairman
Shri A.S.Rao	Executive Vice Chairman
Shri Syed Anis Hussain	Director
Shri S.N.Rao	Director
Smt Y.Prameela Rani	Director
Shri M.S.Rama Mohan Rao	Director
Shri A. Naresh Kumar	Managing Director
Dr. Shailendra Dasari	Executive Director (Operations)

**CFO & COMPANY SECRETARY**

Shri K.V. Krishna Rao

**AUDITORS:**

M/s. P.V.R.K. Nageswara Rao & Co.,  
Chartered Accountants, Hyderabad

**SECRETARIAL AUDITORS:**

M/s D.Hanumanta Raju & Co.,  
Practicing Company Secretaries,  
Hyderabad

**COST AUDITORS:**

M/s S. Mahadevan & Co.,  
Practicing Cost Accountants,  
Coimbatore

**BANKERS :**

State Bank of Hyderabad  
Canara Bank  
Andhra Bank

**REGISTERED OFFICE :**

314, Sri Ramakrishna Towers,  
Nagarjuna Nagar, Ameerpet,  
Hyderabad - 500 073 Telangana

**CORPORATE OFFICE &  
SECRETARIAL DEPARTMENT:**

505, 5th Floor, Block - 1, Divyashakti Complex,  
Ameerpet, Hyderabad - 500 016  
Telangana

**SHARE TRANSFER AGENTS :**

M/s. XL Softech Systems Limited,  
#3, Sagar Society, Road No.2,  
Banjara Hills, Hyderabad – 500 034 Telangana

**WORKS:**

1. Haresamudram Village,  
Bommanahal Mandal,  
Anantapuramu District,  
Andhra Pradesh.
2. Kudithini Village,  
Korugodu Road,  
Bellary District,  
Karnataka.

## NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the shareholders of **SATHAVAHANA ISPAT LIMITED** will be held at Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad – 500 038 on Friday, the 30<sup>th</sup> September, 2016 at 3.00 p.m. to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri A.S.Rao (DIN:00899415) who retires by rotation and being eligible, offers himself for reappointment as Director.
3. To ratify the appointment of Auditors under Sections 139, 142 and other applicable provisions of the Companies Act 2013 and fix their remuneration. The Auditors M/s.P.V.R.K.Nageswara Rao & Co., Chartered Accountants, Hyderabad, (Firm's Registration Number: 002283S) are eligible for ratification of appointment.

To consider and, if thought fit, to pass the following resolution, with or without any modifications as an

### ORDINARY RESOLUTION:

"RESOLVED that, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013 and Rules made thereunder as amended from time to time and for the time being in force, the appointment of M/s. P.V.R.K. Nageswara Rao & Co., Chartered Accountants, (Firm's Registration Number: 002283S) Hyderabad, as Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of twenty eighth Annual General Meeting, be and is hereby ratified on a remuneration including Service Tax and travelling/ out of pocket expenses to be mutually agreed upon by the Board of Directors of the Company and the Auditors".

### AS SPECIAL BUSINESS:

4. To approve the appointment and fix remuneration payable to Cost Auditors, M/s. S. Mahadevan & Co.,

(Firm's Registration Number:00007) for the year ending 31<sup>st</sup> March 2017 and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors, M/s. S. Mahadevan & Co., Practicing Cost Accountants (Firm's Registration Number:00007) be and hereby, based on the recommendation of the Audit Committee, appointed as Cost Auditors of the Company to conduct Cost Audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March 2017 and be paid a remuneration of Rs.5.00 lakhs (Rupees five lakhs only) plus Service Tax and travelling / out of pocket expenses at actuals.

RESOLVED further that the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

By order of the Board

Hyderabad  
Date: 12.08.2016

(A. NARESH KUMAR)  
MANAGING DIRECTOR  
(DIN:00112566)

CIN:L27109TG1989PLC010654

Regd. Office: 314, Sri Ramakrishna Towers,  
Nagarjuna Nagar, Hyderabad – 500 073

### NOTES:

- 1) EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 IS ANNEXED.
- 2) THE RELEVANT DETAILS OF DIRECTORS, AS REQUIRED BY LISTING REGULATIONS SEEKING RE-APPOINTMENT UNDER ITEM NO. 2 ABOVE IS ANNEXED.
- 3) IN COMPLIANCE WITH PROVISIONS OF SECTION 108 OF THE COMPANIES ACT 2013 READ WITH THE RULES MADE THERE UNDER AND IN ACCORDANCE

WITH REGULATION 44 OF LISTING REGULATIONS 2015, THE COMPANY IS FACILITATING REMOTE E-VOTING OPTION FOR ITS MEMBERS TO ENABLE THEM TO CAST THEIR VOTES ELECTRONICALLY. MEMBERS HAVE OPTION TO VOTE EITHER THROUGH REMOTE E-VOTING OR THROUGH THE PHYSICAL BALLOT PAPER. IF A MEMBER HAS OPTED FOR REMOTE E-VOTING, THEN HE/SHE SHOULD NOT VOTE BY PHYSICAL BALLOT ALSO AND VICE-VERSA. HOWEVER, IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL BALLOT AND REMOTE E-VOTING, THEN VOTING THROUGH REMOTE E-VOTING SHALL PREVAIL AND VOTING DONE BY PHYSICAL BALLOT SHALL BE TREATED AS INVALID. FOR THE PURPOSE OF REMOTE E-VOTING, THE COMPANY HAS SIGNED AN AGREEMENT WITH THE CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED ("CDSL") FOR FACILITATING REMOTE E-VOTING.

- 4) A MEMBER DESIRING TO EXERCISE VOTE BY PHYSICAL BALLOT SHALL FILL IN AND COMPLETE IN ALL RESPECTS THE BALLOT PAPER DULY CHECK (✓) MARKED WITH ASSENT (FOR) OR DISSENT (AGAINST) AND SIGN (AS PER SPECIMEN SIGNATURE REGISTERED WITH THE COMPANY) AND SEND THE SAME TO THE SCRUTINIZER IN THE SELF-ADDRESSED BUSINESS REPLY ENVELOPE.
- 5) THE PHYSICAL BALLOT NOTICE IS BEING SENT TO ALL THE MEMBERS, WHOSE NAMES APPEAR IN THE REGISTER OF MEMBERS / LIST OF BENEFICIAL OWNERS RECEIVED FROM NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL)/ CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED AS ON 20<sup>TH</sup> AUGUST, 2016.
- 6) VOTING RIGHTS SHALL BE RECKONED IN PROPORTION TO THE PAID-UP EQUITY SHARES REGISTERED IN THE NAME OF THE MEMBER AS ON CUT OFF DATE / RECORD DATE 15<sup>TH</sup> SEPTEMBER, 2016.
- 7) RESOLUTIONS PASSED BY THE MEMBERS THROUGH PHYSICAL BALLOT ARE DEEMED TO HAVE BEEN PASSED EFFECTIVELY AT THE ANNUAL GENERAL MEETING OF THE MEMBERS. THE SPECIAL RESOLUTION SHALL BE DECLARED AS PASSED IF THE NUMBER OF VOTES CAST IN FAVOUR OF THE SPECIAL RESOLUTION IS NOT LESS THAN THREE TIMES THE NUMBER OF VOTES CAST AGAINST THE SPECIAL RESOLUTION. THE ORDINARY RESOLUTION SHALL BE DECLARED AS PASSED IF THE NUMBER OF VOTES CAST IN FAVOUR OF THE ORDINARY RESOLUTION IS MORE THAN THE VOTES CAST AGAINST THE ORDINARY RESOLUTION.
- 8) A MEMBER ENTITLED TO ATTEND AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBER INTENDING TO APPOINT A PROXY SHOULD COMPLETE THE PROXY FORM FURNISHED ELSEWHERE AND DEPOSIT IT AT THE COMPANY'S CORPORATE OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. CORPORATE MEMBERS WISHING TO DEPUTE THEIR AUTHORISED REPRESENTATIVES ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF BOARD RESOLUTION AUTHORISING THEIR REPRESENTATIVES TO ATTEND AT THE GENERAL MEETING.
- 9) THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM **16.09.2016 TO 30.09.2016** (BOTH DAYS INCLUSIVE) FOR TRANSFERS IN PHYSICAL MODE AND ON CLOSING OF **15.09.2016** FOR ELECTRONIC MODE FOR DETERMINING THE NAMES OF MEMBERS ELIGIBLE FOR THE PURPOSE OF ANNUAL GENERAL MEETING. THE VOTING RIGHTS OF MEMBERS SHALL BE IN PROPORTION TO THEIR SHARES IN THE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON THE CUT-OFF DATE / RECORD DATE OF 15<sup>TH</sup> SEPTEMBER 2016. ANY PERSON, WHO ACQUIRES SHARES OF THE COMPANY AND BECOMES A MEMBER OF THE COMPANY AFTER DISPATCH OF THE NOTICE AND HOLDING SHARES AS OF THE CUT OFF DATE / RECORD DATE OF 15<sup>TH</sup> SEPTEMBER 2016, MAY OBTAIN USER ID AND PASSWORD BY SENDING A REQUEST AT [SATHAVAHANA@ETH.NET](mailto:SATHAVAHANA@ETH.NET) OR AT [XLFIELD@GMAIL.COM](mailto:XLFIELD@GMAIL.COM)
- 10) THE MEMBERS WHO HAVE SO FAR NOT ENCASHED THEIR DIVIDEND WARRANTS RELATING TO THE DIVIDEND DECLARED FOR THE FINANCIAL YEARS ENDING 31<sup>ST</sup> MARCH 2009, 31<sup>ST</sup> MARCH 2010 AND 31<sup>ST</sup> MARCH 2011, MAY APPROACH THE COMPANY

WITHOUT ANY FURTHER DELAY FOR THE PAYMENT OF THE SAID DIVIDEND WARRANTS. PURSUANT TO PROVISIONS OF SECTION 205C OF THE COMPANIES ACT, 1956 AND / OR SECTION 124 & 125 OF THE COMPANIES ACT 2013 AS AND WHEN NOTIFIED AND AS AMENDED FROM TIME TO TIME THE UNCLAIMED DIVIDEND AT THE END OF SEVEN YEARS WILL HAVE TO BE TRANSFERRED TO THE INVESTOR EDUCATION AND PROTECTION FUND MAINTAINED BY THE CENTRAL GOVERNMENT, WHEREBY THE MEMBERS WILL NOT BE ABLE TO CLAIM THE SAID DIVIDEND THEREAFTER. **ACCORDINGLY THE UNCLAIMED DIVIDEND FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2009, 31<sup>ST</sup> MARCH 2010 AND 31<sup>ST</sup> MARCH 2011 WILL HAVE TO BE CLAIMED BY THE SHAREHOLDERS ON OR BEFORE 29<sup>TH</sup> SEPTEMBER 2016, 29<sup>TH</sup> SEPTEMBER 2017 AND 29<sup>TH</sup> SEPTEMBER 2018 RESPECTIVELY AND THEREAFTER IT WILL BE TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND ON OR BEFORE 28<sup>TH</sup> OCTOBER 2016, 28<sup>TH</sup> OCTOBER 2017 AND 28<sup>TH</sup> OCTOBER 2018 AS THE CASE MAY BE.** THE COMPANY HAS NOT DECLARED ANY DIVIDEND FOR THE YEAR ENDING 31<sup>ST</sup> MARCH 2012; 31<sup>ST</sup> MARCH 2013; 31<sup>ST</sup> MARCH 2014, 31<sup>ST</sup> MARCH 2015 AND 31<sup>ST</sup> MARCH 2016.

- 11) MEMBERS DESIROUS OF SEEKING CLARIFICATIONS ON ACCOUNTS ARE REQUESTED TO SEND THEIR QUERIES TO THE CORPORATE OFFICE ADDRESS OF THE COMPANY AT LEAST SEVEN DAYS BEFORE THE DATE OF THE ANNUAL GENERAL MEETING TO ENABLE THE COMPANY TO COMPILE AND FURNISH REQUIRED INFORMATION.
- 12) THE SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE ARE REQUESTED TO INTIMATE IMMEDIATELY ANY CHANGE IN THEIR ADDRESS REGISTERED WITH THE COMPANY TO THE SHARE TRANSFER AGENTS M/S XL SOFTECH SYSTEMS LIMITED, #3, SAGAR SOCIETY, ROAD NO.2, BANJARA HILLS, HYDERABAD – 500 034. MEMBERS ARE ALSO REQUESTED TO UPDATE THEIR EMAIL IDS IN ORDER TO COMMUNICATE SPEEDILY AND AS A PART OF GREEN INITIATIVE.
- 13) THE SHAREHOLDERS ARE HEREBY REQUESTED THAT ALL THE CORRESPONDENCE IN CONNECTION

WITH THE SHARES BE ADDRESSED TO THE SHARE TRANSFER AGENTS OF THE COMPANY M/S XL SOFTECH SYSTEMS LIMITED, #3, SAGAR SOCIETY, ROAD NO.2, BANJARA HILLS, HYDERABAD – 500 034, EMAIL: [XLFIELD@GMAIL.COM](mailto:XLFIELD@GMAIL.COM) OR TO THE SECRETARIAL DEPARTMENT OF THE COMPANY AT 505, 5<sup>TH</sup> FLOOR, BLOCK-1, DIVYASHAKTI COMPLEX, AMEERPET, HYDERABAD – 500 016 EMAIL [SATHAVAHANA@ETH.NET](mailto:SATHAVAHANA@ETH.NET)

- 14) PURSUANT TO THE DIRECTIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) THE SHARES OF THE COMPANY ARE TO BE COMPULSORILY TRADED IN DEMAT MODE W.E.F 26<sup>TH</sup> FEBRUARY, 2001. MEMBERS HOLDING SHARES IN PHYSICAL MODE MAY THEREFORE, CONVERT THEIR EQUITY HOLDINGS OF THE COMPANY INTO DEMAT MODE BY OPENING THE DEMAT ACCOUNTS WITH DEPOSITORY PARTICIPANTS WHO ARE ACTING AS AGENTS TO THE DEPOSITORIES VIZ., NSDL AND CDSL. THE COMPANY HAS BEEN ALLOTTED THE ISIN NO. **INE176C01016**. HOWEVER, MEMBERS MAY CONTINUE TO HOLD THE SHARES OF THE COMPANY IN PHYSICAL FORM AT THEIR OPTION BUT FOR TRADING THE SAME ON THE STOCK EXCHANGES, CONVERSION INTO DEMAT MODE IS COMPULSORY.
- 15) MEMBERS ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT TO THE MEETING. MEMBERS / PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING. MEMBERS / PROXIES ARE REQUESTED TO FILL IN THE CLIENT ID AND DP ID NUMBERS IN CASE OF ELECTRONIC HOLDING AND FOLIO NUMBER IN CASE OF PHYSICAL HOLDING IN THE ATTENDANCE SLIPS.
- 16) MEMBERS HOLDING SHARES IN PHYSICAL FORM AND DESIROUS OF AVAILING THE BENEFIT OF NOMINATION FACILITY IN TERMS OF SECTION 72 OF THE COMPANIES ACT, 2013 READ WITH ARTICLE 64A OF ARTICLES OF ASSOCIATION OF THE COMPANY, MAY DO SO BY SENDING THEIR REQUESTS IN FORM 2B COPY OF WHICH WILL BE MADE AVAILABLE ON A REQUEST TO THE REGISTRAR AND SHARE TRANSFER AGENTS M/S. XL SOFTECH SYSTEMS LIMITED OR COMPANY'S SECRETARIAL DEPARTMENT.

- 17) THE EQUITY SHARES OF THE COMPANY ARE LISTED ON BSE LTD (FORMERLY THE BOMBAY STOCK EXCHANGE LIMITED, MUMBAI (STOCK CODE:526093) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED, MUMBAI (STOCK CODE:SATHAISPAT). THE ANNUAL LISTING FEE TO THE STOCK EXCHANGES WHERE THE COMPANY'S SHARES ARE LISTED HAS BEEN PAID UPTO DATE.

### **GUIDANCE AND INSTRUCTIONS TO THE MEMBERS FOR VOTING:**

#### **I. VOTING THROUGH PHYSICAL BALLOT PAPER:**

1. A member desiring to exercise vote by Physical Ballot shall fill in and complete in all respects the enclosed Physical Ballot Paper duly check (✓) marked with assent (for) or dissent (against) and sign and send the same to the Scrutinizer in the self-addressed Business Reply Envelope.
2. Postage will be borne and paid by the Company. However, envelopes containing Physical Ballots will also be accepted, if sent by Courier or by Registered Post at the expense of the Member. The envelopes may also be deposited personally at the address given thereon.
3. The Physical Ballot Paper, duly completed and signed should be returned in the self-addressed postage prepaid envelope so as to reach the Scrutinizer before the close of working hours on or before 29<sup>th</sup> September, 2016. Any Physical Ballot Paper received after last date (after 5.00 P.M. on 29<sup>th</sup> September 2016) shall be treated as if the reply from the shareholders had not been received.
4. The members are requested to exercise their voting rights by using the attached Physical Ballot Paper only. No other Form or photocopy of the Form is permitted.

#### **II. REMOTE VOTING ELECTRONICALLY:**

Voting electronically is facilitated through Remote

E-voting module of Central Depository Systems (India) Limited (CDSL) that can be accessed on <https://www.evotingindia.com>

The voting period begins on 27<sup>th</sup> September 2016 (10.00 hrs.) and ends on 29<sup>th</sup> September 2016 (17.00 hrs.). 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 i.e. 15<sup>th</sup> September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter (i.e. 17.00 hrs., 29<sup>th</sup> September 2016).

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. Shareholders who have not exercised the voting either through Remote E-voting or by sending Physical Ballot Paper can vote at the time and venue of the Annual General Meeting either physical ballot or by electronic mode made available at the venue.

#### **1. Login to Remote E-Voting and voting electronically:**

- 1.1. Double click on the Internet Explorer Icon located on the desktop of your computer and launch the web browser. Type the following address in the address bar **<https://www.evotingindia.com>** and click on "Enter" key.
- 1.2. Click on SHAREHOLDERS and enter your User id (For NSDL :- 8 Character DP ID followed by 8 Digits Client ID / For CDSL :- 16 digits beneficiary ID / For Members holding Shares in Physical Form - Folio Number registered with the Company) & then enter the Captcha Code as displayed and click on Login.
- 1.3. If you are holding shares in demat form and had logged on to [www.evotingindia.com](https://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used. Else enter your PAN & at least one detail amongst Bank Account Number and DOB or Date of Incorporation have to be mentioned.

- 1.4. If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 1.2

Kindly provide your details as available on the demat account / folio number provided, then click on submit.

- 1.5. The system will mandate for Demat account holder to change their initial password. Password should be minimum 8 characters long. Enter the password

of your choice which you wish to keep for e-Voting purpose. Confirm the Password and then click on Submit.

- 1.6. If you are holding Shares in Demat form and had logged on to <https://www.evotingindia.com> and casted your vote earlier for EVSN of any Company, then your existing password is to be used. So after you enter the User ID and Captcha Code and click on Login you will be directed to the screen to enter your password.
- 1.7. The System will check the EVSN for which you are eligible to vote on the day you have logged in. Click on the EVSN for which you wish to vote for.
- 1.8. 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 used also by the Demat holders for e-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.
- 1.9. For Members holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 1.10. Click on the EVSN for the Company name Sathavahana Ispat Limited (AGM), which you choose to vote.

## 2. To cast your vote:

- 2.1. 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.
- 2.2. Read the Resolution Description carefully. In case you want to refer to the entire resolution file, click on "**Resolution file**" link.
- 2.3. 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.

- 2.4. The total number of securities you hold is already mentioned in the system. Select whether you assent or dissent for a Resolution.
- 2.5. Repeat the voting process for all the Resolutions on which you want to vote.
- 2.6. You can either vote on all the Resolutions in one login or vote partially on certain Resolutions.
- 2.7. Click on Submit.
- 2.8. You will see a dialog box stating 'Are you sure, you wish to confirm your vote?'
- 2.9. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 2.10. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- 2.11. Once you confirm, dialog box showing "Vote successfully recorded. Do you wish to print current voting status?" would appear.
- 2.12. If you wish to take print out of voting done by you then click on "OK" and you can take out the print out. If you do not wish to take print out then click on Cancel then a dialog box "Thank you for using evoting system" will appear.
- 2.13. Click **OK** again.
- 2.14. You will be directed to your login home page you can vote for the remaining resolutions or you can re-login later to cast your vote for the remaining resolutions till the expiry of the voting period. The resolutions against which you have cast your vote will not be available for voting but would contain a message in the Choice field.
- 2.15. Select the decision for the Resolution for which you have not voted as yet and click on Submit.
- 2.16. Click on "OK" if you wish to confirm your vote.
- 2.17. The user can re-login after casting his/her vote with the user id and password provided to them any number of times.
- 2.18. If you do not wish to vote after logging in you can simply Logout.

#### **2.19. Note for Non-Individual Shareholders & Custodians:**

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and

register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user 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 mailed 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.

#### **3. Reset Password**

- 3.1. For Demat Account Holders - If you have forgotten your password to login to the e-Voting system and wish to vote on resolutions proposed by your Company. The Forgot Password would enable you to login.
- 3.2. After you select Enter the User ID and Captcha Code click on Forgot Password.
- 3.3. After you click on Forgot Password, Enter your PAN and any one detail from Email id, Mobile No, Bank Account Number or DOB or Date of Inc. Please note if your Email id, Mobile No. is uploaded in the Master file by the Company / RTA then you will be able to enter details in this field otherwise this field will not be editable. After entering the details click on submit.
- 3.4. If you enter your email ID the re-set password will come to your email id, if you enter your Mobile no. then an SMS will come informing you about the re-set password.
- 3.5. In case your Email id and Mobile No. is not editable then you can enter either your Bank Account Number or DOB or Date of Incorporation. Once you enter these details click on submit a dialog box showing "Credentials validated. You can change the password now. A new window will open up to allow you to change the password."
- 3.6. Click on OK you will be directed to the change password screen. Enter the New Password of your choice and confirm the same.

**4. Frequently asked questions:**

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**5. GENERAL:**

- 5.1. Members are requested to register their e-mail id with Registrar and Share Transfer Agent (RTA), at XL Softech Systems Limited (Unit: Sathavahana Ispat Limited), Plot No.3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034 Phone: +91-40-23545913 Fax +91-40-23553214 Email: [xlfield@gmail.com](mailto:xlfield@gmail.com) web: [www.xlsoftech.com](http://www.xlsoftech.com).
- 5.2. The e-voting module will be disabled by CDSL for evoting immediately after the last date and time given herein above.

- 5.3. Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate or non-individuals, the duly authorized person.
- 5.4. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
- 5.5. The Company has appointed M/s D.Hanumanta Raju & Co., Practicing Company Secretaries, B-13, F-1, P.S.Nagar, Vijayanagar, Colony, Hyderabad – 500 057 as Scrutinisers for conducting the voting process in a fair and transparent manner.
- 5.6. The Voting results shall be declared by the Company within two days from the date of conclusion of the Annual General Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 ("ACT") AND LISTING REGULATIONS 2015**
**ITEM 4:**

In terms of provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013 and Companies (Audit and Auditors) Rules 2014 the Company is required to appoint Cost Auditor for conducting Cost Audit of the Cost Records of the Company. The appointment of Cost Auditor is to be made by the Board of Directors on the recommendation of Audit Committee and fix the remuneration and such remuneration is to be ratified by the Members in the Annual General Meeting.

Accordingly the Board of Directors based on the recommendations of the Audit Committee, has appointed M/s S. Mahadevan & Co., Practicing Cost Auditors (Firm's Registration Number:00007) as Cost Auditors for conducting Cost Audit of the Cost Records of the Company for the year 2016-17 and fixed remuneration as set out in the resolution.

In pursuance of the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Audit and Auditors) Rules 2014 the remuneration payable for conducting Cost Audit of the Cost Records of the Company for the year ending 31<sup>st</sup> March 2017, to M/s S. Mahadevan & Co., Practicing Cost Accountants is now being placed before the Members in Annual General Meeting for their ratification.

None of the Directors on the Board, Key Managerial Personnel or their respective relatives is concerned or interested in the Resolution. The Board of Directors commends the resolution for your approval.

**OTHER DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Name of Director	Shri A.S.Rao
DIN	00899415
Date of Birth	13.08.1942
Date of Appointment	08.11.1989
Qualifications	B.Tech (Hons)
Expertise in specific functional areas	Over 50 years in Iron and Steel industry
List of Companies in which outside directorship held as on 31 <sup>st</sup> March, 2016.	1. Maruti Industries Limited 2. Vamsadhara Polymers Limited 3. Ganapati Adusumilli Fininvest private Limited
Chairman / Member of the Committees of the Board of the other Companies in which he is a Director as on 31 <sup>st</sup> March, 2016.	Nil
No.Shares Held	1424000

By order of the Board

Hyderabad  
Date: 12.08.2016

(A. NARESH KUMAR)  
MANAGING DIRECTOR  
(DIN:00112566)

CIN:L27109TG1989PLC010654  
Regd. Office: 314, Sri Ramakrishna Towers,  
Nagarjuna Nagar, Hyderabad – 500 073