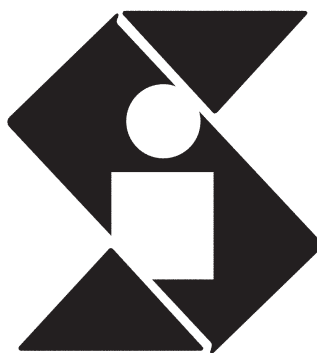

SATHAVAHANA ISPAT LIMITED



**30th
ANNUAL REPORT
2018-19**

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AGM	:	30th Annual General Meeting
Day and Date	:	Monday, the 30th September 2019
Time	:	3.00 pm
Venue	:	Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad – 500 038
Date of Book Closure		
i) Physical Mode	:	21.09.2019 to 30.09.2019 (Both days inclusive)
ii) Electronic Mode	:	20.09.2019
iii) Cut of Date / Record Date	:	20.09.2019
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
Shri A. Naresh Kumar	Managing Director
Dr. Shailendra Dasari	Executive Director(Resigned w.e.f 31st January 2019)
Smt. Latha Pamula	Director (Appointed w.e.f 14th February 2019)
Shri Kiran Kumar Yeda	Director (Appointed w.e.f 1st April 2019)
Shri Ramana Kumar Davuluri	Executive Director (Appointed w.e.f 20th April 2019)

KEY MANAGERIAL PERSONNEL:

CHIEF FINANCIAL OFFICER Shri V.S.R.K Hanuman (Appointed w.e.f 14th February 2019)

COMPANY SECRETARY & COMPLIANCE OFFICER Shri A.SAINATH (Appointed w.e.f 14th February 2019)

AUDITORS: M/s. Majeti & 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: Canara Bank
State Bank of India
Andhra Bank
IFCI

REGISTERED 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

PLANTS:

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



NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th 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 Monday, the 30th September, 2019 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, 2019 along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri NARESH KUMAR ADUSUMILLI (DIN: 00112566) who retires by rotation and being eligible, offers himself for reappointment as Director.
3. To Re-appoint Shri S.N.RAO (DIN: 00116021) as Independent Director for Second Term.
4. To appoint Shri RAMANA KUMAR DAVULURI (DIN-01713259) as Executive Director (Operations).

AS SPECIAL BUSINESS:

5. To re-appoint Shri NARESH KUMAR ADUSUMILLI (DIN: 00112566) as Managing Director and fix his remuneration in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED that pursuant to the provisions of Sections 2 (78), 2 (94), 196, 197 and 203, read with Schedule V and other applicable provisions if any, of the Companies Act 2013, and Companies (Appointment and Remuneration of Managerial personnel) Rules 2014, approval be and is hereby accorded to the appointment of Shri NARESH KUMAR ADUSUMILLI (DIN: 00112566) Managing Director for a period of three years effect from 01.06.2019 to 31.05.2022 on the following remuneration:

1. **SALARY :**
Salary of Rs. 5,00,000/- per month.
2. **PERQUISITES:**
The following perquisites may be allowed in addition to salary.

CATEGORY A:

- i. **Housing I :** The expenditure incurred by the Company on hiring furnished accommodation which will be subject to the following ceiling:

Sixty percent of the salary over and above ten percent payable by the appointee;

Or

Housing II: In case the accommodation is owned by the Company, ten percent of the salary of the appointee shall be deducted by the Company; or
In case no accommodation is provided by the Company a House Rent Allowance subject to the ceiling laid down in Housing I.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-tax Rules, 1962 and shall be subject to a ceiling of ten percent of salary of the appointee.

- ii. **Medical Reimbursement :** Expenses incurred for self and dependent family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- iii. **Leave Travel Concession** for self and family, once in a year incurred in accordance with any rules specified by the Company.
- iv. **Club fee** subject to a maximum of two Clubs. This will not include admission and life membership fee.
- v. **Personal accident insurance** the premium of which shall not exceed Rs.1,00,000/- per annum.
- vi. **Medical Insurance** premium for self and dependent family the premium of which shall not exceed Rs. 50,000/- per annum.

CATEGORY B:

- i. **Contribution to Provident Fund, Superannuation Fund and Annuity Fund** to the extent these either singly or put together are not taxable under Income Tax Act 1961.
- ii. **Gratuity** payable at a rate not exceeding half a month's salary for each completed year of service, and
- iii. **Encashment of leave** at the end of the tenure.

CATEGORY C:

Provision of car for use on Company's business and telephone at residence / mobiles. Personal long distance calls on telephone and the use of car for private purpose shall be billed by the Company to the appointee.

3. **MINIMUM REMUNERATION:**
In the event of losses or inadequacy of profits during the period of appointment, the appointee is entitled to a minimum salary and perquisites as provided in Schedule V and other applicable provisions to the Companies Act 2013”.
4. **REMUNERATION TENOR AND CEILING:**
The remuneration fixed herein is for a period of three years from 01.06.2019 to 31.05.2022 and the Board of Directors of the Company be and is hereby authorised to vary or modify the terms of remuneration in the said tenure without any further reference to the Company in General Meeting subject to however that the overall remuneration payable to the appointee is within the ceiling limits laid down in Section 197 read with Schedule V to the Companies Act 2013.”

“RESOLVED further that the office of MANAGING DIRECTOR held by Shri NARESH KUMAR ADUSUMILLI pursuant to this resolution is liable to determination by retirement of Directors by rotation”.

6. To appoint Shri Ramana Kumar Davuluri (DIN-01713259) as Executive Director (Operations) and fix his remuneration in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED that pursuant to the provisions of Sections 2 (78), 2 (94), 197 and 203, read with Schedule V and other applicable provisions if any, of the Companies Act 2013, approval be and is hereby accorded to the appointment of Shri Ramana Kumar Davuluri (DIN: 01713259), as Executive Director (Operations) for a period of three years effect from 20th April 2019 to 19th April 2022 on the following remuneration.

1. **SALARY :**
Basic Salary of Rs. 1,36,779/- per month.
2. **PERQUISITES:**
The following perquisites may be allowed in addition to salary.

CATEGORY A:

- i. **Housing:** The expenditure incurred by the Company on hiring furnished accommodation which will be subject to the following ceiling:
Sixty percent of the salary over and above ten percent payable by the appointee;

Or

In case no accommodation is provided by the Company a House Rent Allowance subject to the ceiling laid down in the above.

Explanation: Where accommodation is owned by the Company, the appointee is not entitled to the above housing perquisite. In all the above cases, the expenditure incurred by the Company on free housing, gas, electricity, water and furnishings shall be valued as per the Income-tax Rules, 1962 and shall be subject to a ceiling of ten percent of salary of the appointee.

- ii. **Medical Reimbursement :** Expenses incurred for self and dependent family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- iii. **Leave Travel Concession** for self and dependent family, once in a year incurred in accordance with any rules specified by the Company.
- iv. **Personal Accident Insurance** the premium of which shall not exceed Rs.50,000/- per annum.
- v. **Medical Insurance** premium for self and dependent family the premium of which shall not exceed Rs. 25,000/- per annum.

CATEGORY B:

- i. **Contribution to Provident Fund, Superannuation Fund and Annuity Fund** to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- ii. **Gratuity** payable at a rate not exceeding half a month's salary for each completed year of service, and
- iii. **Encashment of leave** at the end of the tenure.

CATEGORY C:

Provision of car for use on Company's business and telephone at residence / mobiles. Personal long distance calls on telephone and the use of car for private purpose shall be billed by the Company to the appointee.

3. **MINIMUM REMUNERATION:**

In the event of losses or inadequacy of profits during the above period, the appointee is entitled to a minimum salary and perquisites as provided in Schedule V and other applicable provisions to the Companies Act 2013”.

4. **REMUNERATION TENOR AND CEILING:**

The remuneration fixed herein is for a period of three years from 20th April 2019 to 19th April 2022 and the Board of Directors of the Company be and is hereby authorised to vary or modify the terms of remuneration in the said period without further reference to the Company in General Meeting subject to however that the overall remuneration payable to the appointee is within the ceiling limits laid down in Section 197 read with Schedule V to the Companies Act 2013.”

“RESOLVED further that the office of Executive Director (Operations) held by Shri Ramana Kumar Davuluri pursuant to this resolution is liable to determination by retirement of Directors by rotation”.

7. To approve the appointment and fix remuneration payable to Cost Auditors, M/S.NAGESWARA RAO & CO., (Firm's Registration Number: 000332) for the year ending 31st March 2020 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.NAGESWARA RAO & CO., Practicing Cost Accountants (Firm's Registration Number: 000332) 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 31st March 2020 and be paid a remuneration of Rs.75,000/- (Rupees Seventy five thousand only) plus Goods and 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

(A. Sainath)

Company Secretary
ACS.57553

Hyderabad

Date: 14.08.2019

CIN: L27109TG1989PLC010654

Regd. Office: Flat 505, 5th Floor,
Block -1, Divyashakti Complex, Ameerpet
Hyderabad - 500016

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 to 6 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 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 (CDSL) AS ON 24TH AUGUST, 2019.
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 20TH SEPTEMBER, 2019.
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 REGISTERED 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 **21.09.2019** TO **30.09.2019** (BOTH DAYS INCLUSIVE) 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 20.09.2019. 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 20.09.2019, MAY OBTAIN USER ID AND PASSWORD BY SENDING A REQUEST AT CS@SATHAVAHANA.COM OR AT XLFIELD@GMAIL.COM
10. THE COMPANY HAS NOT DECLARED ANY DIVIDEND FOR THE YEAR ENDING 31ST MARCH 2012 TO 31ST MARCH 2019.
11. MEMBERS DESIROUS OF SEEKING CLARIFICATIONS ON ACCOUNTS ARE REQUESTED TO SEND THEIR QUERIES TO THE REGISTERED OFFICE ADDRESS OF THE COMPANY ATLEAST 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.

13. MEMBERS ARE REQUESTED TO UPDATE THEIR EMAIL IDS IN ORDER TO COMMUNICATE SPEEDILY AND AS A PART OF GREEN INITIATIVE.
14. 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 OR TO THE SECRETARIAL DEPARTMENT OF THE COMPANY AT 505, 5TH FLOOR, BLOCK-1, DIVYASHAKTI COMPLEX, AMEERPET, HYDERABAD – 500 016 EMAIL CS@SATHAVAHANA.COM
15. 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 26TH FEBRUARY, 2001. MEMBERS HOLDING SHARES IN PHYSICAL MODE 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, FOR TRADING PURPOSES, DEMATERILISATION OF SHARES IS MANDATORY POST 01.04.2019.
16. 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.
17. 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.
18. ATTENTION OF THOSE MEMBERS WHO ARE HOLDING COMPANY'S SHARES IN PHYSICAL FORM IS DRAWN TO THE COMPANY'S LETTER DATED 28.04.2018 REQUESTING THEM TO FURNISH PAN / BANK DETAILS OF THEMSELVES IMMEDIATELY FOLLOWING THE

DIRECTIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE CIRCULAR NO.SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 DATED 20.04.2018. MEMBERS WHO HAVE NOT FURNISHED THE DETAILS SO FAR ARE ONCE AGAIN REQUESTED TO FURNISH THE PAN / BANK ACCOUNT DETAILS IMMEDIATELY BY FOLLOWING THE INSTRUCTIONS STATED IN THE SAID LETTER. THE SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI') HAS VIDE GAZETTE NOTIFICATION DATED JUNE 8, 2018 AMENDED THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('LISTING REGULATIONS') MANDATING TRANSFER OF SECURITIES IN DEMATERIALIZED FORM ONLY WITH EFFECT FROM 1ST APRIL 2019. AS PER SAID NOTIFICATION, TRANSFER OF SHARES HELD IN PHYSICAL FORM IS NOT PERMITTED WITH EFFECT FROM 1ST APRIL 2019, HOWEVER, TRANSMISSION OR TRANSPOSITION OF SHARES IS PERMITTED EVEN IF THE SHARES ARE HELD IN PHYSICAL FORM. HENCE, IT IS ADVISED THAT SHARES HELD IN PHYSICAL FORM BE CONVERTED INTO DEMATERIALIZED FORM AT THE EARLIEST. HENCE SHAREHOLDERS ARE REQUESTED TO OPEN DEMAT ACCOUNT WITH ANY DEPOSITORY AND SUBMIT THEIR PHYSICAL SHARES WITH THEIR DEPOSITORY PARTICIPANT FOR DEMATERIALIZATION OF THE SAME. SHAREHOLDERS EARLIEST COMPLIANCE IS HIGHLY SOLICITED. NON FURNISHING OF THE ABOVE DETAILS AMOUNTS TO NON-COMPLIANCE OF THE ABOVE SEBI CIRCULAR, AND ITS CONSEQUENCES THEREAFTER WILL FOLLOW. HOWEVER THE SHAREHOLDERS WHO DO NOT WISH TO TRADE THE SHARES MAY CONTINUE TO HOLD THE SHARES IN PHYSICAL FORM AS PER THEIR OPTION WITH EXCEPTIONS STATED THERE IN AS PER THE CLARIFICATION ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE PRESS RELEASE NO.34/2018 DATED 10.08.2018 BUT, FOR TRADING PURPOSES, DEMATERILISATION OF SHARES IS MANDATORY POST 01.04.2019.

19. 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 29th September, 2019. Any Physical Ballot Paper received after last date (after 5.00 P.M. on 29th September 2019) 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 27th September 2019 (10.00 hrs.) and ends on 29th September 2019 (17.00 hrs.). During this period shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cutoff date / record date i.e. 20th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter (i.e. 17.00 hrs. 29th September 2019).

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 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"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.
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 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.
- ◆ 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 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