# Steel Exchange India Limited

Regd. Office : D.No:1-65/K/60, Plot No:60, Abhis Hiranya, 1<sup>ST</sup> Floor, Kavuri Hills, Hyderabad- 81, S.

Phone: +91-40-23403725, 23413267, 40033501

Corp.Office : Block-A, Green City Towers, Green City, Vadlapudi , Visakhapatnam-530049, A.P

Phone: +91-891-2587175, 2749215, www.seil.co.in, E-mail: info@seil.co.in

#### December 19, 2023

То То

The Manager, The Manager,
Department of Corporate Services, Listing Department,

BSE Limited

P.J. Towers, Dalal Street,

Port, Mumbai – 400001

National Stock Exchange of India Limited,

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), Mumbai – 400051

Scrip Code: 534748/960441 Scrip ID: STEELXIND

Dear Sir/Ma'am,

**Sub:** Submission of Voting Results of EGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013

Dear Sir/Ma'am,

This is further to our letter dated November 24, 2023, enclosing the EGM Notice ('Notice') dated November 18, 2023, for seeking approval of the Members of the Company, to transact the special businesses as contained in the Notice, please find enclosed the following:

a) The details of the consolidated voting results (both remote e-voting and e-voting during the VC EGM) on all the resolutions as set out in Notice of EGM in prescribed format as per Regulation 44 of the SEBI (LODR) Regulations relating to:

S.	Details of the Resolution	Resolution
No		Required
1	To issue Convertible Equity Warrants to Non-Promoter Entities	Special
	of the Company on preferential basis	
2	To appoint Mr. Mohit Sai Kumar Bandi, (DIN: 07410118) as a	Special
	Whole-Time Director of the Company for the period of Five (05)	
	years w.e.f., 18.11.2023	

b) Report of the Scrutinizer dated 18th December, 2023 given by M/s B S S & Associates, Practicing Company Secretaries.

We request you to take the same on your records

Thanking you,

Yours faithfully,

# Steel Exchange India Limited

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### For Steel Exchange India Limited

Raveendra Babu M Company Secretary & Compliance Officer M.No: A34409



# **BSS&ASSOCIATES**

# **COMPANY SECRETARIES**

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad-500 004

Phone: 040 - 40171671, Cell: 6309490217 E-mail: ca@bssandassociates.com

#### SCRUTINIZER'S REPORT

To

The Chairman,

# STEEL EXCHANGE INDIA LIMITED,

(CIN:L74100TG1999PLC031191)

Registered Office: D.No:1-65/K/60, Plot No:60 Abhis Hiranya, 1st Floor, Kavuri Hills, Hyderabad, Telangana – 500081.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on e-voting system and remote e-voting pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the Extraordinary General Meeting of STEEL EXCHANGE INDIA LIMITED held on Monday, 18th day of December, 2023 at 11:30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

- 1. We, **B S S & Associates**, Company Secretaries, Hyderabad, were appointed by the Board of Directors of "STEEL EXCHANGE INDIA LIMITED" ("the Company") for the purpose of scrutinizing the remote e-voting process and e-voting system during Extra ordinary General meeting (EGM) conducted on 18<sup>th</sup> day of December, 2023 at 11:30 a.m. through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system and remote e-voting carried out, as per the provisions of Section 108 the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolution contained in item number 1 and 2 as set out in the Notice dated 18<sup>th</sup> November, 2023 of the said EGM.
- 2. In compliance with the General Circulars No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 05, 2022, No 10/2022, 11/2022 dated December 28, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'and SEBI (LODR) Regulations, the Notice dated 18th November, 2023 as confirmed by the Company was sent in respect of the below mentioned resolution passed at the e-EGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories.



- 3. The Company had availed the e-voting facility offered by Central Depository Securities Limited ("CDSL") for conducting remote e-voting prior to EGM and for conducting e-voting during the EGM.
- 4. The remote e-voting period was kept open for three days from 15<sup>th</sup> December, 2023 at 9:00 A.M. and ends on 17<sup>th</sup> December, 2023 at 5:00 P.M.
- 5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolution was 8<sup>th</sup> December, 2023.
- 6. The Company had also provided e-voting facility at the EGM through VC/OAVM and to those shareholders who had not cast their vote earlier through remote e-voting.
- 7. After the closure of e-voting at the EGM through VC/OAVM, the report on voting done at the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked in the presence of two witnesses, who are not in the employment of the company and were counted.
- 8. We have scrutinized and reviewed the remote e-voting prior to EGM and e-voting during the EGM and votes cast therein, based on the data downloaded from the CDSL e-voting system.
- 9. The management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to EGM and e-voting during the EGM on the resolutions contained in the notice of the EGM.
- 10. Our responsibility as scrutinizer for the remote e-voting and e-voting during EGM is restricted as Scrutinizer to making a report of the votes cast in favour or against the resolution.
- 11. We now submit our consolidated report on the results of remote e-voting together with that of e-voting conducted through the e-voting system at the EGM provided by CDSL, as under.

### a) Resolution 1 (as a Special Resolution)

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Hyderabad

To issue Convertible Equity Warrants to Non-Promoter Entities of the Company on preferential basis:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V - "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "SEBI ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs ("MCA") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any ASSOC

regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, MCA, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, up to 8,27,27,272 Convertible Equity Warrants ("Warrants") of the Company having a face value of Re.1/- (Rupee One only) each, at an issue price of Rs.11/- per Warrant (including a premium of Rs.10 per Warrant) determined as on the Relevant Date in accordance with Regulation 164(1) of the SEBI ICDR Regulations for an aggregate consideration not exceeding Rs.91,00,00,000/- (Rupees Ninety-One Crores only), by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit to the following persons ("Proposed Allottees") given below:

S. No.	Name of Proposed Allottee	Category	PAN	No. of Warrants proposed to issue and allot			
1	Neo Special Credit Opportunities Fund	Non-promoter	AADTN9176H	1,32,23,636			
2	True North Credit Opportunities Fund I	Non-promoter	AAETT0396C	49,58,182			
3	Kolluri Impex Private Limited	Non-promoter	AAECK9884B	1,81,81,818			
4	Sahi Trading Private Limited	Non-promoter	AAMCS7198A	1,00,00,000			
5	Shakti International LLP	Non-promoter	AEWFS6285F	1,81,81,818			
6	KGR Resources LLP	Non-promoter	AASFK3174F	1,81,81,818			
	Total						

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Warrants is 17th November 2023, being the date 30 days prior to the date of this EGM ("Relevant Date") on which this special resolution is proposed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Warrants to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- b) The Equity Shares to be allotted on exercise of the Warrants shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.



- c) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.
- d) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Warrants. A Warrant exercise price equivalent to the 75% of the issue price shall be paid at the time of allotment of the equity shares pursuant to exercise of options against each such Warrant by the Warrant Holder.
- e) The respective Warrant Holders shall make payment of Warrant subscription price and Warrant exercise price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- f) In the event the Warrant Holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- g) The said Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval. Allotment of Equity Shares pursuant to exercise of the Warrants will be completed within 15 days from the date of such exercise by the Proposed Allottee.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the Proposed Allottees and issue a private placement offer cum application letter in the Form PAS-4 to the Proposed Allottees inviting to subscribe to the Warrants in accordance with the provisions of the applicable Acts.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board / any Committee of the Board, be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary,



proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalizing other terms of issue and allotment in consonance with the SEBI ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Allottees, listing of the equity shares upon exercise of Warrants, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, MCA, etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment of Warrants, allotment and listing of the equity shares arising there from, including utilization of the issue proceeds, canceling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast 99.9961		
118	443393543			

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast		
5	17311	0.0039		

(iii) Abstain/ Invalid Votes:

Hyderabad

No of Members voted	Number of votes cast by them
NIL	NIL

## b) Resolution 2 (as a Special Resolution)

To appoint Mr. Mohit Sai Kumar Bandi, (DIN: 07410118) as a Whole-Time Director of the Company for the period of Five (05) years w.e.f., 18.11.2023

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors in their meeting held on November 18, 2023, and pursuant to the provisions of Sections 152, 160, 161, 196, 197, 198 read with Schedule V, any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association for the Company, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Mohit Sai Kumar Bandi, (DIN: 07410118), who was appointed as an Additional Director in the capacity of Whole-Time Director of the Company by the Board of Directors w.e.f., November 18, 2023, and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Whole-Time Director of the Company, to hold office for 5 (Five) consecutive years on the Board of the Company w.e.f. November 18 2023 upto November 17, 2028 (both days inclusive) on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Mohit Sai Kumar Bandi.

"RESOLVED FURTHER that the aggregate sum of remuneration and perquisites, in any financial year shall not exceed the limits prescribed from time to time under Section 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and if in any financial year during the tenure of office of Mr. Mohit Sai Kumar Bandi, the Company has no profits or its profits are inadequate, he will be paid remuneration by way of salary and perquisites, subject to applicable provisions of Schedule V to the Companies Act, 2013 read with Rule 7 of the Companies (Appointment and Remuneration) Rules, 2014."

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

#### (i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast	
118	443410080	99.9998	



(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast		
4	673	0.0002		

(iii) Abstain/ Invalid Votes:

No of Members voted	Number of votes cast by them
1	101

Hyderabad

Thanking you,

Yours faithfully

For B S S & Associates Company Secretaries

5.501Kanton

S. Srikanth Partner CoP No.7999

UDIN: A022119E002973727

Date: 18.12.2023 Place: Hyderabad

Countersigned By:

For STEEL EXCHANGE INDIA LIMITED

CS Raveendra Babu M Company Secretary (Under authority by Chairman)

Date: 18.12.2023 Place: Hyderabad

Voting results						
Record date 08-12-2023						
Total number of shareholders on record date	122071					
No. of shareholders present in the meeting either in person or through proxy						
a) Promoters and Promoter group 0						
b) Public	0					
No. of shareholders attended the meeting through video conferencing						
a) Promoters and Promoter group	14					
b) Public	48					
No. of resolution passed in the meeting 2						
Disclosure of notes on voting results						

				Resolution(1	)			
Resolution req	uired: (Ordinary	y / Special)		Special				
	Whether promoter/promoter group are interested in the			No	•			
Description of	resolution cons	idered		To issue Converti Company on pref	ble Equity War erential basis	rants to No	n-Promoter Entitie	s of the
Category	Mode of voting	No. of shares held	No. of votes polled			favour on votes	% of Votes against on votes polled	
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=  [(5)/(2)]*100
	E-Voting		425033470	97.985	425033470	0	100	0
Promoter and	Poll	422==4050	0	0	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	433774050	0	0	0	0	0	0
	Total	433774050	425033470	97.985	425033470	0	100	0
	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)	50675069	0	0	0	0	0	0
	Total	50675069	0	0	0	0	0	0
	E-Voting		18377384	4.0006	18360073	17311	99.9058	0.0942
	Poll	450262651	0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)	459362651	0	0	0	0	0	0
	Total	459362651	18377384	4.0006	18360073	17311	99.9058	0.0942
	Total	943811770	443410854	46.9809	443393543	17311	99.9961	0.0039
				Whether	resolution is P	ass or Not.	Yes	
				Disclos	sure of notes on	resolution		

				Resolution(2	)				
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of	resolution cons	idered			To appoint Mr. Mohit Sai Kumar Bandi, (DIN: 07410118) as a Whole-Time Director of the Company for the period of Five (05) years w.e.f., 18.11.2023				
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		425033470	97.985	425033470	0	100	0	
Promoter and	Poll	422774050	0	0	0	0	0	0	
Promoter and Promoter Group	Postal Ballot (if applicable)	433774050	0	0	0	0	0	0	
	Total	433774050	425033470	97.985	425033470	0	100	0	
	E-Voting		0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	50675069	0	0	0	0	0	0	
	Total	50675069	0	0	0	0	0	0	
	E-Voting		18377283	4.0006	18376610	673	99.9963	0.0037	
	Poll	450262651	0	0	0	0	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	459362651	0	0	0	0	0	0	
	Total	459362651	18377283	4.0006	18376610	673	99.9963	0.0037	
Total 943811770 443410753				46.9808	443410080	673	99.9998	0.0002	
				Whether	resolution is Pa	ass or Not.	Yes		
				Disclos	ure of notes on	resolution			