



STEEL CITY SECURITIES LIMITED

(CIN : L67120AP1995PLC019521)

AN ISO 9001 : 2015 CERTIFIED COMPANY

MEMBER OF NSE, BSE & MSEI

CAPITAL MARKET, EQUITY DERIVATIVES & CURRENCY DERIVATIVES SEGMENTS

SEBI Regd. Nos. INB 230806132, INB 010806132, INB 260806139, INF 230806132

INF 011156438, INF 260806139, INE 230806132, INE 260806132

POINT OF PRESENCE OF NSDL-CRA
DEPOSITORY PARTICIPANT (DP) OF

NSDL & CDSL :

SEBI Permanent Regd. No. IN-DP-231-2016

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Members of Steel City Securities Limited will be held on Saturday, the 1st day of September, 2018 at 11.30 A.M at **Hotel Diamond's Pearl, D. No: 47-7-16 (2), Near Diamond Park, Dwarakanagar, Sankaramatam Road, Visakhapatnam - 530016, Andhra Pradesh, India** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (both Standalone & Consolidated Financial Statements) consisting of Profit & Loss Account and Cash Flow Statement for the Financial Year ended 31st March, 2018 and the Balance Sheet of the Company as on that date, Schedules and Notes thereon together with the Reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Financial Statements (both Standalone & Consolidated Financial Statements) of the Company for the Financial year ended 31st March 2018, consisting of Balance Sheet as at 31st March, 2018, Statement of Profit and Loss Account and Cash flow Statement for the year ended 31st March, 2018 together with the notes to Financial Statements and the Reports of the Board of Directors and Auditors including Annexure thereof laid before this meeting, be and are hereby considered and adopted."

2. To confirm the 1st and 2nd Interim Dividend on Equity Shares and declare a Final Dividend of Rs. 0.50/- for every Equity Share of Rs. 10/- each i.e., @5% for every Equity Share for the Financial Year 2017-18.

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

"RESOLVED THAT 1st Interim Dividend @ 10% i.e., Rs. 1 /- (Rupee One Only) per Equity Share of the Company declared by the Board of Directors of the Company at its meeting held on 12th October, 2017, be and is hereby confirmed."

"RESOLVED THAT 2nd Interim Dividend @ 10% i.e., Rs. 1 /- (Rupee One Only) per Equity Share of the Company declared by the Board of Directors of the Company at its meeting held on 27th February, 2018 be and is hereby confirmed."



Regd. & Corporate Head Office : 49-52-5/4, SHANTHIPURAM, VISAKHAPATNAM

☎ : 2796984, 2549681, 2563581, 2762585, EPBX : 2549675-79, 2762579-84, 2761803-04, FAX : 089-2726185 / 2762586

E-mail : ramu.n@steelcitynettrade.com, scsl@steelcitynettrade.com, Website : www.steelcitynettrade.com



STEEL CITY SECURITIES LTD.

Continuation Sheet

"FURTHER RESOLVED THAT a Final Dividend @ 5% i.e., Rs. 0.50 /- (Fifty Paise Only) per Equity Share of the Company for the Financial Year 2017-18, as recommended by the Board of Directors be and is hereby declared and approved."

3. To re-appoint Smt. G. V. Vandana as Director of the Company whose office is liable to retire by rotation and being eligible, offers herself for re-appointment.

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

"RESOLVED THAT Smt. G. V. Vandana (DIN: 07548398), who is liable to retire by rotation, be and is hereby re-appointed as Director subject to retirement by rotation."

4. **APPOINTMENT OF AUDITORS:**

To appoint M/s. SARC & Associates, Chartered Accountants, Visakhapatnam (FRN: 006085N) as Statutory Auditors of the Company for a period of 4 years from Financial Year 2018-19 to Financial Year 2021-2022.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, M/s. SARC & Associates, Chartered Accountants, Visakhapatnam (FRN: 006085N) be and are hereby appointed as Statutory Auditors of the Company for a period of 4 years from Financial Year 2018-19 to Financial Year 2021-2022 subject to ratification by Shareholders at every Annual General Meeting, at such remuneration and out of pocket expenses as mutually agreed between the Board and the Auditors."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for Regularisation of Additional Director, Sri. T. V. Srikanth

"RESOLVED THAT Sri. T. V. Srikanth (DIN: 07992172), who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 24th November, 2017, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."





6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Sri. T. V. Srikanth as Whole-Time Director of the Company designated as Director (IT):

“RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule V to the Companies Act, 2013, for the time being in force, the consent of the members of the Company be and is hereby accorded for appointment of Sri. T. V. Srikanth (DIN: 07992172), as Whole-Time Director designated as Director (IT) for a period of Five(5) years w.e.f. 26.07.2018 at a remuneration of Rs. 20,00,000/- (Rupees Twenty Lakhs Only) (including the remuneration to be paid in the event of loss or inadequacy of profits in any Financial Year during the aforesaid period) excluding other benefits, allowances, perquisites and other such terms and conditions as may be determined and agreed to between the Board of Directors and Mr. T. V. Srikanth,

Regd. Office:

49-52-5/4
Shantipuram
Visakhapatnam - 530 016
Andhra Pradesh
Place: Visakhapatnam
Date: 26.07.2018



**By Order of the Board of Directors
FOR STEEL CITY SECURITIES LIMITED**

6.57
**(K. SATYANARAYANA)
EXECUTIVE CHAIRMAN
(DIN: 00045387)**



1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed to this notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and such Proxy need not be a member of the Company. A Proxy so appointed shall not have right to speak at the meeting. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

A Proxy submitted on behalf of a Company, Trust or Society must be supported by an appropriate Resolution or Authority as applicable. A person can act as a Proxy on behalf of Members not exceeding Fifty (50) and holding in aggregate not more than 10% (Ten percent) of the total Share Capital of the Company carrying voting rights. In case, a Proxy is proposed to be appointed by a Shareholder holding more than 10% (Ten percent) of the total Share Capital of the Company carrying Voting rights, then such Proxy shall not act as Proxy for any other person or Shareholder.

3. Members / Proxies shall bring attendance slips filled in and duly signed for attending the meeting.
4. Documents referred to in the Notice open for inspection at the Registered Office of the Company during working hours on all working days till the date of Annual General Meeting and also at the place of the Meeting at the scheduled time of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 24.08.2018 to 31.08.2018 (both days inclusive) to determine the list of Shareholders who are eligible to receive the Final Dividend that is going to be declared at the Annual General Meeting.
6. Members are requested to send their queries, if any, in writing at least 10 days in advance of the date of the Meeting to the Company at its Registered Office.
7. Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
8. **Registrar and Share Transfer Agent:** M/s. Bigshare Services Private Limited have been appointed by the Company as Registrar and Share Transfer Agent by the Company. Hence, Depository Participants/ Shareholders / Investors of the Company are advised to send all documents / correspondence such as requests for Dematerialization of Shares, Transfer of Shares, Change of Address , Registration of e- mail id, Change of Bank Mandate / NEACS , and other Shares related documents.





9. **Green Initiative:** As a responsible Corporate Citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live. The Members who have not registered their e- mail address are requested to register their e-mail id's with the Company, Registrar and Share Transfer Agent or Depository Participant as the case may be.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
10. The Board of Directors has appointed Sri. Surendra Kuchipudi, Practicing Company Secretary (CP No.12732) and failing him Sri. Satyanarayana. A, Practicing Company Secretary (CP No.2354) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
11. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
12. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of Shares held by them in physical form, Shareholders desirous of making nominations are requested to send their requests to the Registrar and Share Transfer Agent.
13. As per the Circular No: MRD/ DOP/ CIR - 05/ 2009 dt: May 20, 2009 issued by the Securities Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/ transmission of Shares in Physical Form. Therefore, the transferee(s)/ legal heirs are requested to furnish a copy of PAN to the Registrar and Share Transfer Agent.
12. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
13. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, the Director have furnished the requisite declarations for their appointment/ re-appointment.



**Details of Director Seeking Re-appointment at the Annual General Meeting**

<u>Particulars</u>	
Name	G. V. Vandana
Date of Birth	10.10.1978
Date of Appointment	30.06.2016
No. of Shares held in the Company	25,75,500 Shares

Details of the Additional Director seeking ratification of the appointment at the Annual General Meeting:

<u>Particulars</u>	
Name	Sri. T. V. Srikanth
Date of Birth	29.07.1978
Date of Appointment	24.11.2017
No. of Shares held in the Company	Nil



**Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013:****ITEM NO: 5: REGULARISATION OF ADDITIONAL DIRECTOR, SRI. T.V. SRIKANTH, BY APPOINTING HIM AS WHOLE-TIME DIRECTOR DESIGNATED AS DIRECTOR (IT):**

Sri. Tentu Venkata Srikanth was appointed as Additional Director of the Company at the meeting of the Board of Directors held on 24.11.2017 to hold office till the conclusion of the ensuing Annual General Meeting. The Board at their meeting held on 26.07.2018 proposed to regularize his appointment as Director of the Company.

Your Directors therefore, recommend the passing of the above proposed resolution as Special Resolution in the best interest of the Company.

None of the Directors of the Company are concerned or interested in the aforesaid resolution.

ITEM NO: 6 : APPOINTMENT OF SRI. T.V. SRIKANTH AS WHOLE-TIME DIRECTOR OF THE COMPANY DESIGNATED AS DIRECTOR (IT):

The appointment of Sri. Tentu Venkata Srikanth as Additional Director of the Company was regularized by passing the above resolution and in the proposed resolution, your Directors recommend his appointment as Whole - Time Director of the Company designated as Director (IT). He graduated from IIT (Delhi) and worked as a Program Manager in Quality Engineering and Software technologies Pvt. Ltd. from 2005 to 2018. His inclusion as a Whole - Time Director will help the Company to explore new technologies so as to ease the work done by Employees of the Company. Considering his vast experience and valuable contribution that he shall contribute to the Company, the Board of Directors at their meeting held on 26.07.2018 proposed his appointment as Whole - Time Director of the Company designated as Director (IT) for a period of 5 years at a remuneration approved by the nomination and remuneration Committee of the Company and as mentioned in the notice supra.

Regd. Office:

49-52-5/4

Shantipuram

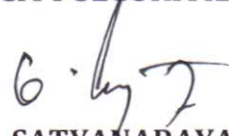
Visakhapatnam - 530 016

Andhra Pradesh

Place: Visakhapatnam

Date: 26.07.2018

**By Order of the Board of Directors
FOR STEEL CITY SECURITIES LIMITED**


**(K. SATYANARAYANA)
EXECUTIVE CHAIRMAN
(DIN: 00045387)**

