

# **STEEL CITY SECURITIES LIMITED**

49-52-5/4, Shanthipuram, Visakhapatnam, Andhra Pradesh -530016  
Email: investorrelations@steelcitynettrade.com, contact no: 0891-2563581  
Website:www.steelcitynettrade.com; CIN: L67120AP1995PLC019521

## **NOTICE OF POSTAL BALLOT**

**[Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014]**

Dear Members,

Notice is hereby given to the Members of Steel City Securities Limited ('the Company') pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) and re-enactment there of from time to time and for time being in force, that the resolution appended herein below are proposed to be passed by way of Special Resolution through Postal Ballot. The proposed Special Resolution and Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, pertaining to the said resolutions setting out all material facts concerning the Resolution and the reasons there to along with Postal Ballot form is annexed here to for your consideration.

The Board of Directors of the Company has appointed Mr. K. Surendra, Practicing Company Secretary having Membership Number 34205 and CP No. 12732 as the Scrutinizer for conducting the Postal Ballot process including voting by electronic means (e-voting) in a fair and transparent manner.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Members are requested to read the instructions carefully printed on the Postal Ballot form and return the form duly completed according their assent and dissent to the proposed resolution in the attached self-addressed postage pre-paid envelope so as to reach the scrutinizer on or before 26<sup>th</sup> March, 2019.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other authorized Person of the Company on or before 28<sup>th</sup> March, 2019. The result of the postal ballot shall be declared on or before 28<sup>th</sup> March, 2019 and intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. [www.steelcitynettrade.com](http://www.steelcitynettrade.com)

**SPECIAL BUSINESS:**

**ITEM NO.1**

**MIGRATION OF LISTING/TRADING OF THE EQUITY SHARES OF THE COMPANY FROM NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) SME PLATFORM (I.E. "EMERGE") TO MAIN BOARD OF NSE :**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**Note: In accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018, the below mentioned Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.**

**"RESOLVED THAT** pursuant to applicable provisions of Securities And Exchange Board of India Act, 1992 and rules and regulations made there under, Securities Contract Regulations Act, 1956 and Rules made there under, SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations 2018") particularly Chapter IX of SEBI (ICDR) Regulations 2018, Companies Act, 2013 and any re-enactments or modifications there to and rules made there under and subject to the provisions of Listing agreement entered into by the Company applicable to Small and Medium Enterprises and Listing Agreement for listing of securities on main board of a Stock Exchange particularly NSE and subject to the applicable laws and by-laws and rules and regulations of respective Stock Exchange, and subject to all other modifications, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the Statutory authorities such as Securities and Exchange Board of India (SEBI), NSE, concerned Registrar of Companies (ROC), Reserve Bank of India (RBI), Competition Commission of India and any other authority approval of which may be required for the purpose, approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to apply and get 15107095 no. of Equity Shares of the Company of face value Rs. 10/- Per Share, currently listed on NSE EMERGE, migrated to Main Board of National Stock Exchange and listed & traded on the exchange, from the date of Migration."

**"RESOLVED FURTHER THAT** Sri. K. Satyanarayana, Executive Chairman (DIN: 00045387) and Sri. Satish Kumar Arya, Managing Director (DIN:00046156) be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the said connection, to give effect to this resolution and take all actions as may be necessary in this connection."

**By Order of the Board  
For Steel City Securities Limited**

**Place: Visakhapatnam**

**Date: 18.02.2019**

**K. Satyanarayana  
Executive Chairman  
(DIN: 00045387)**

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot.
3. Mr. K. Surendra, Practicing Company Secretary (ACS: 34205 ;CP No. 12732) has been appointed as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
4. This notice is being sent to all the members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on 18.02.2019 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the Shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/Depositories and to other Shareholders by Registered Post / Courier.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 05:00 pm on 26.03.2019.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. All the members are requested to notify any correction/change in their name/address including PIN Code number immediately to the Depository participant. In the event of non-availability of Member's latest address either in Company's record or in Depository Participant's records, members are likely to miss notices and other valuable correspondence sent by the Company.
8. Members are requested to kindly mention their folio number/Client Id number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.
9. Members have an option to request for physical copy of the Postal Ballot form from Company's Registrar and Share Transfer Agent viz., M/s Bigshare Services Pvt Ltd, 1st Floor, Bhart Tin Works Building, Opp. Vasant Oasis Apartments {Next to Keys Hotels}, Marol Maroshi Road, Andheri {E}, Mumbai -400059.  
Request can be sent through an email to [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com) by mentioning their Folio /DP Id and Client Id No. Request can also be sent through an e-mail to [investorrelations@steelcitynettrade.com](mailto:investorrelations@steelcitynettrade.com) by mentioning their Folio /DP Id and Client Id No. However, the duly completed Ballot Forms should reach the scrutinizer not later than 05.00 pm on 26.03.2019. Postal Ballot forms received after this date will be strictly treated as if the reply from the member has not been received.
10. The Scrutinizer will submit his report of the votes polled through Postal Ballot, to the Chairman or any Director of the Company. The Chairman will, or in his absence, any Director will announce the results of Voting by Postal Ballot on or before 28.03.2019 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director or Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results of the Postal Ballot will be displayed at the Registered Office, posted on the Website of the Company [www.steelcitynettrade.com](http://www.steelcitynettrade.com) and intimated to the Stock Exchanges on which the shares of the Company are listed.

## EXPLANATORY STATEMENT

*(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)*

### **Item No. 1: MIGRATION OF LISTING/TRADING OF THE EQUITY SHARES OF THE COMPANY FROM NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) SME PLATFORM (I.E. "EMERGE") TO MAIN BOARD OF NSE :**

As the members/shareholders are aware the Equity Shares of our Company are listed on SME platform of National Stock Exchange of India Ltd. (NSE) i.e. EMERGE w.e.f. 17.02.2017. Company made an IPO in 2017 on SME platform of NSE i.e. EMERGE and raised an amount of Rs. 14.994 crores which has been deployed on the objects. The equity shares of the company are traded on the SME platform of NSE i.e. EMERGE.

The performance of the company has been consistent over the past years. The listing of equity shares enhanced transparency in the functioning & the company has been benefitted through the same. Over the period the company has gained a good experience of compliances, Board Procedures, Corporate Governance Practices on account of SME listing & company is geared up for moving on to the Main Board of NSE.

In terms of present rules/regulations the equity shares listed on SME platform can be migrated to the Main Board of exchanges after an initial period of 2 years from the date of listing. Your company is well poised to migrate on the Main Board of NSE and the eligibility criteria for migration on the Main Board are fulfilled. The listing on the Main Board of NSE will make your company one of the prestigious company listed on one of the largest stock exchange of India i.e. NSE. The listing on Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the company on the Main Board will go a long way in enhancing the image and goodwill of the company. The benefits of listing on the Main Board in the form of market capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the shareholders of the company and will also open up avenues of considering further resource raising if required for the business purposes. This will help the company to grow further and expand the opportunities of business. The shareholders approval for the said purpose is sought through this resolution as required under Chapter IX of SEBI (ICDR) Regulations, 2018.

Please note that the proposed special resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal amount to atleast 2 times the number of votes cast by the public Shareholders against the proposal. It is in the interest of all the Shareholders including public Shareholders to migrate the equity shares of the Company on the Main Board of NSE and hence management recommends the passing of said resolution and seek your approval.

None of the Directors and Key Managerial personnel of the Company or their respective relatives is concerned or interested in the passing of this resolution.

**By Order of the Board  
For Steel City Securities Limited**

**Place: Visakhapatnam**

**Date: 18.02.2019**

**K. Satyanarayana  
Executive Chairman  
(DIN: 00045387)**

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 25.03.2019 at 9.00 A.M and ends on 26.03.2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18.02.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for M/s. Steel City Securities Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be 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.
- (xx) 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).



**STEEL CITY SECURITIES LIMITED**  
**(CIN: L67120AP1995PLC019521)**

**Registered Office: 49-52-5/4, SHANTHIPURAM, VISAKHAPATNAM, ANDHRA PRADESH – 530016**

**POSTAL BALLOT FORM**

Name of Member(s) :  
Including joint holders, if any

Registered address of the Sole/First :

Named Shareholder Registered Folio No./DP Id No.\*/Client Id No.\* :  
(\*Applicable to Shareholders holding shares in Dematerialized form)

Number of Shares held :

I/we hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the Resolution by placing tick (✓) mark in the appropriate boxes below:

S No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Migration of listing/trading of the Equity Shares of the company from National Stock Exchange Of India Limited (NSE)SME platform (i.e. "Emerge") to main board of nse			

**ELECTRONIC VOTING PARTICULARS**

EVEN (e Voting event number)	User Id	Password
<u>190101001</u>		

Place :

Date :

(Signature of the Member)

**INSTRUCTIONS:**

1. A member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy there is permitted to be used for the purpose) and send it to the Scrutinizer in the attached pre-paid self-address envelope. Envelopes containing Postal Ballot, if deposited in person or by courier / Registered post at the expense of the Member, shall also be accepted.
2. The form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed (as per the specimen signature(s) registered with the Company/ Depositories) by the first named Member and in his/her absence by the next named Member. Unsigned/Incomplete Postal Ballot form will be rejected.
3. In case the shares are held by Body Corporate/Trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/Authorization.
4. Duly completed Postal Ballot form should be received by the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on 26.03.2019. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
5. In case members desiring to exercise his/her vote by Electronic voting (e-voting), follow the steps given overleaf of the Postal Ballot Notice dated 04.01.2019.
6. Kindly note that the members can opt only one mode for voting i.e. either by physical ballot or evoting. However, in case members cast their vote both via physical ballot and e-voting, then voting done by e-voting shall prevail and voting done through physical ballot will be ignored.