



# 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 and re-enactment thereof from time to time and for time being in force that the resolutions appended herein below are proposed to be passed by way of Special Resolution through Postal Ballot. The proposed Special Resolutions 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 each resolution and the reasons thereto along with Postal Ballot form is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. K. Surendra, ASN Associates, Practicing Company Secretary having Mem No 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 or dissent to the proposed resolution in the attached self-addressed postage pre-paid envelope so as to reach the scrutinizers on or before 5.00 p.m. of 18.02.2020 .

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other Person authorized by the Board. The result of the postal ballot shall be declared on or before 20.02.2020 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:**

#### **1. RE-APPOINTMENT OF SRI. K. SATYANARAYANA AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE CHAIRMAN OF THE COMPANY UPON ATTAINING THE AGE OF 70 YEARS:**

To consider and if thought fit, to pass, with or without modifications, the following Resolution as Special Resolution through voting by Postal Ballot:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof, for the time being in force and subject to such other approvals, if and as may be required, and based on the recommendation of the Nomination and Remuneration Committee, the consent and approval of the Company be and is hereby accorded to re - appoint Sri K. Satyanarayana (DIN: 00045387), who attains the age of 70 years on 4<sup>th</sup> April,2020, as Whole Time Director designated as Executive Chairman of the Company for a period of three years w.e.f. 4<sup>th</sup> April, 2020, at a Remuneration of Rs. 33,00,000/- p.a. and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds and things as it may consider necessary or expedient to give effect to this resolution.”

**2. RE- APPOINTMENT OF SRI. G. SATYA RAMA PRASAD (DIN: 00045351) AS INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass, with or without modifications, the following Resolution as Special Resolution through voting by Postal Ballot:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Sri. G. Satya Rama Prasad (DIN: 00045351), who was appointed as an Independent Director of the Company for a term of five years up to March 31, 2020, by the members at an Extra Ordinary General Meeting held on the 30<sup>th</sup> day of March, 2015 in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2020 up to March 31, 2025, not liable to retire by rotation.”

**3. RE- APPOINTMENT OF SRI. CH. MURALI KRISHNA (DIN: 00045403) AS INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass, with or without modifications, the following Resolution as Special Resolution through voting by Postal Ballot:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Sri. Ch. Murali Krishna (DIN: 00045403), who was appointed as an Independent Director of the Company for a term of five years up to March 31, 2020, by the members at an Extra Ordinary General Meeting held on the 30<sup>th</sup> day of March, 2015 in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from April 1, 2020 up to March 31, 2025, not liable to retire by rotation.”

**Regd. Office:**

49-52-5/4

Shantipuram

Visakhapatnam – 530 016

Andhra Pradesh

Place: Visakhapatnam

Date: 10.01.2020

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

**Srividya.M  
Company Secretary  
(Mem No: A41129)**

**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, ASN Associates, 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 10.01.2020 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 18.02.2020.
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, 306, Right Wing, 3<sup>rd</sup> Floor, Amrutha Ville, Opp. Yashoda Hospitals, Somajiguda, Hyderabad – 500082.  
  
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 18.02.2020. 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 person authorized by the Board will announce the results of Voting by Postal Ballot on or before 20.02.2020 and the resolution will be taken as passed effectively on the last date specified by the Company for receipt of duly completed postal Ballot forms or e-voting. 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: RE-APPOINTMENT OF SRI. K. SATYANARAYANA AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE CHAIRMAN OF THE COMPANY UPON ATTAINING THE AGE OF 70 YEARS:**

Sri. K. Satyanarayana, was one of the founder Promoter cum Director of the Company, and was with the Company since its Incorporation. He was appointed as Executive Director since 05.10.1999 and was involved in the day to day operations of the Company since then. He interacts with various clients of the Company and ensures that the clients of the Company are satisfied with the services provided by the Company. He is efficient in general management, administration and maintaining relationship with employees, clients and other persons dealing with the Company and also systems operations. His continuous involvement and dedication would definitely strengthen the present set-up and corporate goals for further development of the company and also Steel City Commodities Private Limited, which is the Wholly Owned Subsidiary of this company. His performance with great diligence in day to day operations will certainly forge the Company ahead. He was appointed as Executive Chairman of the Company since 24.11.2017 for a period of 3 years. He shall attain the age of 70 years by 4<sup>th</sup> April, 2020. As per Section 196 of the Companies Act, 2013, the Company requires the approval of Shareholders by way of passing Special Resolution for appointment / reappointment of a person as Whole Time Director of the Company who has attained the age of 70 years. Hence, the Board of Directors recommends that the above resolution be passed as Special Resolution. Brief profile of Sri. K. Satyanarayana, Executive Chairman of the Company is as follows:

Sl no	Particulars	Details
1.	Director Identification Number(DIN)	00045387
2.	Full Name	Kamireddi Satyanarayana
3.	Father's Name	Kamireddi Ramaswamy
4.	Address	49-54-23, Greenpark, 2 <sup>nd</sup> Floor, B.S.Layout Area, Seethammadhara, Visakhapatnam-530013, AP.
5.	Email	satya.k@steelcitynettrade.com
6.	Mobile Number	9848192422
7.	PAN	ABTPS7560B
8.	Occupation	Business
9.	Date of Birth	04/04/1950
10.	Nationality	Indian
11.	No. of companies in which as aManaging Director, Chief ExecutiveOfficer, Whole Time Director, Secretary, Chief Financial Officer,Manager	Executive Chairman of M/s. Steel City Securities Limtied
12.	Professional Experience	He is having Experience in theBusiness of Stock Broking since 25years and is associated with the Company since its inception. His knowledge about trading and he takes care of the risk management, Surveillance requirements of Operations and other allied activities.

Your Directors therefore, recommend for your approval the above proposed Special Resolution in the best interest of the Company.

Sri. K.Satyanarayana, being the appointee is concerned or interested in the aforesaid Resolution. None of the other Directors / KMP are interested in this resolution.

**ITEM NO: 2: RE- APPOINTMENT OF SRI. G. SATYA RAMA PRASAD (DIN: 00045351) AS INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

The members are informed that **Sri G. Satya Rama Prasad (DIN: 00045351)**, is currently Non-Executive Independent Director of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, **Sri G. Satya Rama Prasad**, being eligible and offers himself for reappointment, is proposed to be reappointed as an Independent Director for the term of 5 (Five) consecutive years with effect from April 1<sup>st</sup>, 2020 to March 31<sup>st</sup> 2025. In the opinion of the Board, **Sri G. Satya Rama Prasad** fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management and the Company has also received declaration from him. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Notice has been received from members proposing the candidature of **Sri G. Satya Rama Prasad** for the office of Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of **Sri G. Satya Rama Prasad** as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment and continuation of **Sri G. Satya Rama Prasad** as an Independent Director, for the approval by the shareholders of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Notice has been received from members proposing the candidature of **Sri G. Satya Rama Prasad** for the office of Independent Director of the Company.

Brief profile of Sri. G. Satya Rama Prasad, Independent Director of the Company is as follows:

Sl no	Particulars	Details
1.	Director Identification Number(DIN)	00045351
2.	Full Name	GODITHI SATYA RAMA PRASAD
3.	Father's Name	G. SATYA NARAYANA MURTHY
4.	Address	50-1-40/1, APSEB Colony, Near Alluri Seetha Ramaraju Statue, Seethammadhara, Visakhapatnam-530013.
5.	Email	<a href="mailto:gsrprasad1989@gmail.com">gsrprasad1989@gmail.com</a>
6.	Mobile Number	9849123919
7.	PAN	AEYPG7235D
8.	Occupation	Business
9.	Date of Birth	15-02-1963
10.	Nationality	Indian
11.	No. of companies in which as a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	NA
12.	Professional Experience	He has over 24 years of total experience in the field of construction, execution of civil contracts and stock broking operations. He started his career in the year 1982 as civil contractor. He has undertaken and executed various civil contracts on behalf of Government of Andhra Pradesh in various parts of the State

Except Sri **G. Satya Rama Prasad**, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out in the Notice.

**ITEM NO: 3: RE- APPOINTMENT OF SRI. CH. MURALI KRISHNA (DIN: 00045403) AS INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013:**

The members are informed that **Sri Ch. Murali Krishna** is currently Non-Executive Independent Director of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, **Sri Ch. Murali Krishna**, being eligible and offer himself for appointment, is proposed to be appointed as an Independent Director for a term of 5 (Five) consecutive years with effect from April 1<sup>st</sup>, 2020 to March 31<sup>st</sup> 2025. In the opinion of the Board, **Sri Ch. Murali Krishna** fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management and the Company has also received declaration from him.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Notice has been received from members proposing the candidature of **Sri Ch. Murali Krishna** for the office of Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of **Sri Ch. Murali Krishna** as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of **Sri Ch. Murali Krishna** as an Independent Director, for the approval by the shareholders of the Company.

Brief Profile of Sri Ch. Murali Krishna, Independent Director of the Company is as follows:

Sl no	Particulars	Details
1.	Director Identification Number(DIN)	00045403
2.	Full Name	CHERUKURI MURALI KRISHNA
3.	Father's Name	CH. SRIRAMA KOTESWARA RAO
4.	Address	10-385/21, Flat No.305,Vijaya Jyothi Arcade, Opp Old Dairy Farm,Visalakshi Nagar Road Visakhapatnam-530043.
5.	Email	<a href="mailto:chmk5959@gmail.com">chmk5959@gmail.com</a>
6.	Mobile Number	9848419417
7.	PAN	AEDPC2423A
8.	Occupation	Business
9.	Date of Birth	18-02-1962
10.	Nationality	Indian
11.	No. of companies in which as a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	NA
12.	Professional Experience	He has over 22 years of experience in business development projects and stock market operations

Except **Sri Ch. Murali Krishna**, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out in the Notice.

**Regd. Office:**

49-52-5/4  
Shantipuram  
Visakhapatnam – 530 016  
Andhra Pradesh  
Place: Visakhapatnam  
Date: 10.01.2020

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

**Srividya.M  
Company Secretary  
(Mem No: A41129)**

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

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

- (i) The voting period begins on 20.01.2020 at 9.00 A.M and ends on 18.02.2020 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 10.01.2020 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
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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:

### For Members holding shares in Demat Form and Physical Form

PAN 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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.

- 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). Dividend Bank Details **OR** Date of Birth (DOB)
- (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).