



STEEL AUTHORITY OF INDIA LIMITED

REGISTERED OFFICE: ISPAT BHAWAN, LODI ROAD, NEW DELHI-110003

CIN: L27109DL1973GOI006454

NOTICE

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting of the Members of Steel Authority of India Limited will be held at 1030 hours on Thursday, the 20th September, 2018, at NDMC Indoor Stadium, Talkatora Garden, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with Reports of the Board of Directors and Auditors thereon.
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of the Auditors thereon.
- To appoint a director in place of Dr. G. Vishwakarma (DIN:07389419), who retires by rotation at this Annual General Meeting and is eligible for re-appointment.
- To fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2018-19.

SPECIAL BUSINESS

- To appoint CA Kartar Singh Chauhan (DIN:07811175) as an Independent Director 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 sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, CA Kartar Singh Chauhan (DIN:07811175), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto 21st September, 2020."

- To appoint Prof. Narendra Kumar Taneja (DIN:07938062) as an Independent Director 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 sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Prof. Narendra Kumar Taneja (DIN:07938062), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto 21st September, 2020."

- To appoint Shri Atul Srivastava (DIN:07957068) as a Whole Time Director 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 Shri Atul Srivastava (DIN:07957068) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of Director, under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- To appoint Shri Harinand Rai (DIN:08189837) as a Whole Time Director 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 Shri Harinand Rai (DIN:08189837) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of

the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, proposing his candidature for the office of Director, under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- To obtain consent for Borrowings and creation of charge on the assets of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to make Offer(s) or Invitation(s) to raise funds through Private Placement of Secured Non-convertible Debentures/Bonds of up to ₹5,000 crore, during a period of one year from the date of this Annual General Meeting, in one or more tranches to such person or persons, including eligible investors (whether residents and/or non-residents and/or institutions/corporate bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets), Non-resident Indians, Foreign Institutional Investors (FIIs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Developments Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Bodies Corporate, companies, private or public, or other entities, authorities and such other persons, who may or may not be the bond/debenture holders of the Company, in one or more combinations thereof, including the green-shoe option (within overall limit of ₹5,000 crore, as stated above), as the Board may, at its sole discretion decide on such terms and conditions as may be finalized by the Board or any Committee thereof as may be approved and authorized by the Board or such other functionary of the Company as may be approved by the Board/ or such Committee."

"RESOLVED FURTHER THAT consent of the Company be and is hereby accorded in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors of the Company (the "Board") or any Committee thereof, to create charge, hypothecate, mortgage, pledge in addition to existing charges, mortgages and hypothecations created by the Company on any movable and/or immovable properties of the Company wheresoever situated, both present and future and on the whole or substantially the whole of the undertaking or undertakings of the Company in favour of any banks, financial institutions, hire purchase/lease companies, body corporates, trustees for the holders of Debentures/Bonds/Other Instruments/Securities or any other persons on such terms and conditions and covenants as the Board or any Committee thereof may think fit for securing borrowings of funds, availed or to be availed, from time to time, by way of Term Loans, External Commercial Borrowings, issue of Debentures/Bonds, etc. not exceeding the limit approved by the Shareholders in terms of Section 180(1)(c) of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to authorize the Committee of the Board to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, issuing any declaration/undertaking, etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force."

"RESOLVED FURTHER THAT the Board of Directors of the Company and /or a Committee thereof as may be approved and authorized by the Board, if any, be and are hereby authorized to do all necessary acts, deeds, actions, and other things and to take all such steps as may be required or considered necessary or incidental thereto for giving effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

9. To ratify the remuneration of the Cost Auditors of the Company 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 remuneration of ₹9,75,000/-plus taxes as applicable and reimbursement of Daily Allowance, travelling expenses and out of pocket expenses to be paid to the Cost Auditors viz. M/s. R.J. Goel & Co., New Delhi (for Bhilai Steel Plant, Durgapur Steel Plant and IISCO Steel Plant), M/s. Shome & Banerjee, Kolkata (for Bokaro Steel Plant and Rourkela Steel Plant), M/s. Sanjay Gupta & Associates, New Delhi (for Alloy Steels Plant, Salem Steel Plant and Visvesvaraya Iron and Steel Plant) for the Financial Year 2018-19, as approved by the Board of Directors, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

M Jain

(M.C. Jain)

ED (F&A) and Secretary

Place: New Delhi
Dated: 13th August, 2018
Registered Office:
Ispat Bhawan, Lodi Road, New Delhi-110003.
CIN: L27109DL1973GOI006454

Notes:

1. The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business Item Nos. 4 to 9 above is annexed hereto. The relevant details under Item No.2 of the Notice of the person(s) seeking re-appointment as Director required vide Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Only Members carrying the attendance slips or holders of valid proxies registered with the Company will be permitted to attend the meeting. In case of shares held in joint names or shares held under different registered folios wherein the name of the sole holder/first joint-holder is same, only the first joint-holder/sole holder or any proxy appointed by such holder, as the case may be, will be permitted to attend the meeting.
4. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to submit to the Company a certified true copy of the relevant Board Resolution alongwith the specimen signature(s) of the representative(s) authorised to attend and vote on their behalf at the meeting.
5. Members attending the meeting are requested to bring their copy of the Annual Report as provided.
6. The Register of Members of the Company will remain closed from 21st August, 2018 to 24th August, 2018 (both days inclusive).
7. M/s. MCS Share Transfer Agents Limited are acting as the Registrar and Transfer Agent (R&TA) for carrying out the Company's entire share related activities viz. Transfer/ transmission/ transposition/ dematerialisation/ rematerialisation/ split/ consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment and allied activities. Shareholders are requested to make all future correspondence related to share transfer and allied activities with this agency only at the following address:

M/s. MCS Share Transfer Agents Limited,
F-65, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi-110020
Phone No.011-41406149, E-mail: admin@mcsregistrars.com

8. Dematerialisation

- i) Securities and Exchange Board of India (SEBI) Regulations provide that equity shares of SAIL are to be compulsorily delivered in the dematerialized form, for the purpose of trading. **Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, has mandated that w.e.f. 5th December, 2018, transfer of shares in a Listed Company shall only be in Dematerialised Form. Though most of the shareholders have converted their holdings into Demat Form, it is seen that some shareholders still hold their shares in paper form (Physical). In this connection, shareholders are advised, to open a Demat Account with any depository participant authorized by either National Securities Depository Ltd. or Central Depository Services Ltd. and dematerialize their shares, to avoid inconvenience at later stage.**

- ii) Members holding shares in the physical form should notify change in their addresses, if any, to the R&TA specifying full address in block letters with **PIN CODE** of their post offices, which is mandatory. Members holding shares in the Electronic Form (Demat), should inform the change of address to their Depository Participant.

- iii) For making nomination, Members holding shares in physical form are advised to collect the Nomination Form from the Company's Share & Transfer Agents and Members holding shares in Electronic Form, may obtain the Nomination Form from their respective Depository Participant(s).

iv) EFT MANDATE

Shareholders holding shares, whether in Physical or Demat form are advised to opt for Electronic Fund Transfer (EFT), for any future payouts from the Company. Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/ DOP1/CIR/2018/73 dated 20th April, 2018 has directed to make payment of dividend only through approved electronic mode and Bank Details and PAN of the shareholders be obtained, updated against their folio, if not already available with the Company. Under EFT, the payment instruction is issued by the banker (Payer's banker) electronically to the clearing authority (RBI or SBI). The clearing authority provides credit reports to the payee's Bank, who credits the amount to their respective accounts. It becomes inevitable that the shareholders opting for EFT should provide details of their Bank Name, IFSC Code, A/c No., A/c Type, Branch Name, 9 digit MICR No. along with their Name and Folio Number (DP-ID/ Client ID) to the Company if their holding is in Physical Form and to the Depository participant, if their holding is in Demat Form. Accordingly, Shareholders holding shares in Physical form and receiving dividend by Dividend Warrant/Demat Draft, etc. are requested to fill the attached Form and submit it along with a copy of the Self-attested PANCARD, an Original Cancelled Cheque Leaflet/ Attested Bank Passbook Copy showing Name of the Account Holder(s) to M/s. MCS Share Transfer Agent Limited, Registrar & Share Transfer Agent of SAIL, to update the records for payment of any dividend in future.

9. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Shares Department/R&TA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio.
10. The Company has transferred to Investor Education and Protection Fund (IEPF), unclaimed dividends till Financial Year 2010-11 (Interim). The Company has, thereafter, paid/declared the following dividends:

Year	Interim Dividend (%)	Final Dividend (%)
2010-2011	-	12.00
2011-2012	12.00	8.00
2012-2013	16.00	4.00
2013-2014	20.20	-
2014-2015	17.50	2.50
2015-2016	-	-
2016-2017	-	-
2017-2018	-	-

Shareholders who have not encashed their dividend warrants as above are requested to make their claims to the Company.

Section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016,



("Rules") provide that, any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund (IEPF). Pursuant to the above provisions, the Company has transferred all unpaid/unclaimed dividend declared by it upto Financial year 2010-11 (interim dividend). Upon completion of a period of seven years, the Company would transfer the unclaimed/unpaid dividend (final) of Financial year 2010-11 in November, 2018.

Section 124(6) of the Companies Act, 2013 read with Rules provide that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of IEPF. Accordingly, the Company has initiated the compliance process for transfer of the shares to IEPF. The Company has sent individual communication(s) to the concerned shareholders whose dividend has remained unpaid or unclaimed for seven consecutive years, providing complete details of the shares due for transfer to IEPF. The Company has also published Notice in the newspapers advising such shareholders to encash their unclaimed dividend to avoid transfer of the shares. Details of such Shareholders and Shares due for transfer to IEPF has been uploaded on the Company's website.

Claimants of the dividend /shares transferred to IEPF are entitled to claim refund by applying to IEPF.

11. Members seeking further information on the Accounts or any other matter contained in the Notice, are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

12. Green Initiative in Corporate Governance of Ministry of Corporate Affairs

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with the circulars issued by the MCA, companies can now send various notices /documents (including notice(s) calling General Meeting(s), Audited Financial Statements, Board's Report, Auditors' Report, etc.) to their shareholders through electronic mode, to the registered email address of the shareholder(s).

Members are requested to opt for receipt of the above notices/documents through electronic mode. They are requested to register their e-mail ID for this purpose with their respective depository participant or with the Company's Registrar and Transfer Agent i.e. M/s. MCS Share Transfer Agents Limited at the address given above or e-mail at admin@mcsregistrars.com

Please note that these documents will also be available on the Company's website www.sail.co.in and physical copies of the same will also be available at the registered office as mentioned herein above for inspection during office hours.

13. **Entry to the Auditorium will be strictly against Entry Slip available at the counters at the venue and against exchange of Attendance Slip.**
14. **No Brief case or Bag or mobile phone will be allowed to be taken inside the auditorium.**
15. **General Information and Instructions for E-voting:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as amended, and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The Members may cast their votes using an electric voting system from a place other than the venue of the AGM (remote e-voting).
- II. The facility for voting through ballot paper shall be made available at the venue of the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot paper voting system.
- III. 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.
- IV. The Company has engaged the services of M/s. National Securities Depository Limited(NSDL) as the Agency to provide the remote e-voting facility.
- V. The Board of Directors of the Company has appointed Shri Sachin Agarwal, a Company Secretary in Practice of the Company Secretary Firm-M/s. Agarwal S. & Associates and in his absence Ms.Karishma Singh of M/s. Agarwal S. & Associates as Scrutiniser to scrutinize the remote e-voting and voting at the venue of the AGM through ballot paper in a fair and transparent manner and he has communicated his willingness to be appointed and available for same purpose.

- VI. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 13th September, 2018 only shall be entitled to avail the facility of remote e-voting or voting at the venue of the AGM through ballot paper.
- VII. A person who becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on cut-off date i.e.13th September, 2018, can follow the process for generating the Login ID and Password as provided in the Notice of the AGM (provided at Sl. XII).
- VIII. The remote e-voting period commences on 17th September, 2018 (9:00 am - IST) and ends on 19th September, 2018 (5:00 pm - IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2018, may cast their vote by remote e-voting. The remote e-voting module will be disabled by NSDL for voting upon the expiry of the above period. **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**
- IX. The Scrutinizer, after scrutinizing the votes cast at the venue of the AGM(ballot paper) and through remote e-voting, will, not later than 48 Hours from the conclusion of the AGM, make a consolidated scrutiniser's report and submit the same to the Chairman or a person authorized by him in writing. The results declared alongwith with the consolidated scrutiniser's report shall be placed on the website of the Company-www.sail.co.in and on the website of NSDL. The results shall be simultaneously communicated to the Stock Exchanges.
- X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 20th September, 2018.
- XI. The process and manner for remote e-voting are as under:

- A. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 are given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - Select "EVEN" of company for which you wish to cast your vote.
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinag1981@gmail.com with a copy marked to NSDL's email ID- evoting@nsdl.co.in.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
 - Those who became Members of the Company after dispatch of the Notice but on or before **cut-off date** may mail to NSDL at evoting@nsdl.co.in, requesting for user ID and password. On receipt of user ID and password, the details on step 2 in A above should be followed for casting of vote.
 - In case of any query/grievance, you may refer to the Frequently Asked Questions (FAQs) and e-voting Manual available under the Help section of NSDL's e-voting website www.evoting.nsdl.com or contact Mr. Mandar Gaikwad, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at telephone no. 91 22-24994200/91 22 24994559 or toll free No. 1800 222 990 or at email ID: evoting@nsdl.co.in



ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

On nomination by the President of India vide Government's Order F.No. 1(10)/2015-BLA(Vol-III) dated 6th September, 2017, CA Kartar Singh Chauhan (DIN:07811175) was appointed as an Additional Director of the Company with effect from 22nd September, 2017. His tenure as Non-Official Independent Director is for a period of three years with effect from 22nd September, 2017 or until further orders, whichever is earlier. In terms of the provisions of Section 161(1) of the Companies Act, 2013, CA Kartar Singh Chauhan would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act proposing the candidature of CA Kartar Singh Chauhan for the office of Director of the Company.

CA Kartar Singh Chauhan obtained his Post Graduate Degree in Commerce from Chaudhary Charan Singh University, Meerut in 1987. He passed the CA Final examination in 1991 from the Institute of Chartered Accountants of India (ICAI) and became the Fellow Member of ICAI in 1996. His areas of specialisation include Audit, Taxation, Finance, etc. and is presently practicing as a Chartered Accountant. He has also done Certificate Course in Concurrent Audits of Banks and Certificate Course in Forex and Treasury Management, both from ICAI. He has presented various programs related to Finance & Income Tax on National Channel of Prasar Bharti.

CA Kartar Singh Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from CA Kartar Singh Chauhan that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act. He is a member of Stakeholders Relationship Committee.

Save and except CA Kartar Singh Chauhan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

Keeping in view the vast expertise and knowledge of CA Kartar Singh Chauhan, the Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

Item No. 5

On nomination by the President of India vide Government's Order F.No. 1(10)/2015-BLA(Vol-III) dated 6th September, 2017, Prof. Narendra Kumar Taneja (DIN:07938062) was appointed as an Additional Director of the Company with effect from 22nd September, 2017. His tenure as Non-Official Independent Director is for a period of three years with effect from 22nd September, 2017 or until further orders, whichever is earlier. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Prof. Narendra Kumar Taneja would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Prof. Narendra Kumar Taneja for the office of Director of the Company.

Prof. Narendra Kumar Taneja, is a distinguished academician and is presently Vice-Chancellor of Chaudhary Charan Singh University, Meerut. He is a Post Graduate in Economics and Ph.D. He has over 35 years of experience in Research and Teaching. He has to his credit several Research Papers published in national and international journals. His area of specialization is Micro Economics, Industrial Economics, Development Theory & Policy and Indian Economy Problems & Policies.

Prof. Narendra Kumar Taneja is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Prof. Narendra Kumar Taneja that he meets with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act. He is a Member of the Nomination & Remuneration Committee of the Company.

Save and except Prof. Narendra Kumar Taneja and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.5 of the Notice.

Keeping in view the vast expertise and knowledge of Prof. Narendra Kumar Taneja, the Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

Item No. 6

On nomination by the President of India vide Government's Order No.6/3/2016-BLA dated 12th March, 2018, Shri Atul Srivastava (DIN:07957068) was appointed as an Additional Director of the Company with effect from 12th March, 2018 subject to his re-appointment by the shareholders in the Annual General Meeting. His tenure as Director is for a period of five years from 12th March, 2018 or till the date of his superannuation or until further orders, whichever is earliest. He is liable to retire by rotation in terms of provision of the Companies Act, 2013. In terms of Section 161 of the Companies Act,

2013 and Articles of Association of the Company, he would hold office upto the date of the ensuing Annual General Meeting. The notice under Section 160 of the said Act has been received proposing the name of Shri Atul Srivastava as a candidate for the office of Director of the Company.

Shri Atul Srivastava is a Mechanical Engineer from IIT, Kanpur and holds Post Graduate Diploma in Management with specialization in HR. He has over 33 years of experience in HR matters, both at Corporate and Plant level, in dealing with diverse areas like HR Policies, Manpower Planning, HRD/OD Interventions, Performance Management, Employee Engagement Initiatives and IR Management. Prior to joining as Director (Personnel) of SAIL, Shri Srivastava held the position of Executive Director (P&A), Durgapur Steel Plant of the Company as Head of HR function. He has also successfully led Personnel and Administrative functions at Bokaro Steel Plant of the Company and also at its Corporate Office.

Shri Atul Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Save and except Shri Atul Srivastava and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.6 of the Notice.

The Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

Item No. 7

On nomination by the President of India vide Government's Order No.6/2/2016-BLA dated 3rd July, 2018, Shri Harinand Rai (DIN:08189837) was appointed as an Additional Director of the Company with effect from 1st August, 2018 subject to his re-appointment by the shareholders in the Annual General Meeting. His tenure as Director is for a period of five years from 1st August, 2018 or till the date of his superannuation or until further orders, whichever is earliest. He is liable to retire by rotation in terms of provision of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office upto the date of the ensuing Annual General Meeting. The notice under Section 160 of the said Act has been received proposing the name of Shri Harinand Rai as a candidate for the office of Director of the Company.

Shri Harinand Rai is a Metallurgical Engineer from IIT, BHU. He has over 32 years of experience of working in the Company in different capacities at both Plant level at Bhilai Steel Plant, Bhilai (BSP) and Durgapur Steel Plant, Durgapur (DSP) as well as at Corporate Office. He has rich and varied experience in various functions of Plant Operations, Planning and Coordination for ensuring availability of raw materials at the Plants including Logistics.

Shri Harinand Rai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Harinand Rai and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.7 of the Notice.

The Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

Item No. 8

As informed in the previous years, your Company has taken up a massive Modernisation & Expansion programme of its Plants and also for augmentation of Raw Material supplies from its own mines. The expansion programme has been decided to be funded through a mix of debt and equity. The Company has already spent about ₹67,432 crore on its expansion programme till 30th April, 2018. In order to part finance the expansion programme as well as to convert short loans into medium and long term loans, your Company plans to borrow about ₹ 5,000 crore during the period of one year from the date of this Annual General Meeting or such other period as may be permitted under the Companies Act, 2013 and other applicable laws.

On analysis of the various options of raising funds through borrowing in Domestic and International Market, it has been decided by the Board of Directors to raise the funds through private placement of Secured Non-convertible Debentures / Bonds upto ₹ 5,000 crore during the year.

The provisions of Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, mandate the Company to seek approval of shareholders by means of a Special Resolution for raising funds through private placement of non-convertible debentures/bonds. Accordingly, approval of Shareholders for the resolution as set out in Item No.8 of the Notice is being sought to borrow funds by offer or invitation to subscribe to Secured Non-convertible Debentures/ Bonds for an amount upto ₹5,000 crore. This resolution would be valid for the period of

one year from the date of this AGM. The terms and conditions of Secured Non-convertible Debentures / Bonds shall be decided by the Board of Directors / Committee thereof or any one or more Directors, as may be required.

The borrowings of the Company are in general required to be secured by mortgages / charges / hypothecation or encumbrances on all or any of the movable or immovable properties of the Company. Consent of the members is being sought in terms of Section 180(1)(a) of the Companies Act, 2013 to enable the Company to create charge, hypothecate, mortgage, pledge on any movable, immovable properties of the Company both present and future and on the whole or substantially the whole of the undertaking or undertakings of the Company and wherever situated and to authorize the Board to take necessary action in this regard.

The Board recommends the Resolution for your approval as Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relative(s) is / are concerned or interested in the Resolution set out at Item No. 8 of the Notice.

Item No.9

The Board of Directors of the Company, on the recommendation of the Audit Committee, has considered and approved the appointment of M/s. R.J. Goel & Co., New Delhi (for Bhilai Steel Plant, Durgapur Steel Plant and IISCO Steel Plant), M/s. Shome & Banerjee, Kolkata (for Bokaro Steel Plant and Rourkela Steel Plant), M/s. Sanjay Gupta & Associates, New Delhi (for Alloy Steels Plant, Salem Steel Plant and Visvesvaraya Iron and Steel Plant) as the Cost Auditors of the Company for the Financial Year 2018-19 at a remuneration of ₹9,75,000/- plus taxes as applicable and reimbursement of Daily Allowance, travelling expenses and out of pocket expenses. In addition, M/s Sanjay Gupta & Associates have been designated as Lead Cost Auditor for XBRL conversion and filing of Consolidated Cost Audit Report of the Company at an additional fee of ₹35,000/- plus taxes as applicable.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company. Accordingly, the Resolution for ratification of the fee of the Cost Auditors as set out at Item No.9 of the Notice is submitted for approval of the Shareholders.

The Board recommends the resolution for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in the resolution.

By order of the Board of Directors



(M.C. Jain)
ED (F&A) and Secretary

Place: New Delhi
Dated: 13th August, 2018
Registered Office:
Ispat Bhawan, Lodi Road, New Delhi-110003.
CIN: L27109DL1973GOI006454

Details of Directors seeking re-appointment in forthcoming Annual General Meeting furnished in terms of SEBI Regulations:

Name of the Director	Dr. G. Vishwakarma
Date of Birth	18 th January, 1960
Date of Appointment	31 st December, 2015
Expertise in Specific functional areas	Projects, Business Planning
Qualifications	BE(Mech.), ME(Env.Sc.), PG Diploma in Business Management, Ph.D (Project Management), PGDADR
List of Companies in which outside Directorship is held.	International Coal Ventures Pvt. Ltd. (ICVL)
Chairman/Member of the Committees of the Board of the Companies on which he is a Director.	Chairman of CSR Committee in ICVL



STEEL AUTHORITY OF INDIA LIMITED

CIN: L27109DL1973GOI006454

Registered Office: Ispat Bhawan, Lodi Road, New Delhi - 110 003

Tel: +91 11 24367481, Fax: +91 11 24367015, E-mail: investor.relation@sail.com, Website: www.sail.co.in

ATTENDANCE SLIP

46th Annual General Meeting to be held on Thursday, 20th September, 2018 at 10.30 hours

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No. / Client ID No.	
No. of Shares Held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I, hereby record my presence at the 46th Annual General Meeting of the Company to be held on Thursday, 20th September, 2018 at NDMC Indoor Stadium, Talkatora Garden, New Delhi-110001.

*Applicable in case of Shares held in Physical Form

Member's/Proxy's Signature _____

NOTE:

1. The attendance slip should be signed as per the specimen signature registered with the R&TA/Depository Participant (DP). Such duly completed and signed Attendance Slip should be handed over at the registration counter(s) at the venue against which R&TA will issue admission card.
2. Entry to the hall will be strictly on the basis of admission card as provided by R&TA.
3. Members in person/Proxy holders may please carry photo-ID card for identification/verification purposes.
4. Shareholder(s) present in person or through registered proxy shall only be entertained.
5. Briefcase, mobile phone, bag, eatables, helmets and other belongings will not be allowed to be taken inside the venue of the meeting for security purposes and shareholder(s)/proxy holder(s) will be required to take care of their belonging(s).
6. No gifts will be distributed at the Annual General Meeting.

STEEL AUTHORITY OF INDIA LIMITED

CIN: L27109DL1973GOI006454

Registered Office: Ispat Bhawan, Lodi Road, New Delhi - 110 003

Tel: +91 11 24367481, Fax: +91 11 24367015, E-mail: investor.relation@sail.com, Website: www.sail.co.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address	
Folio No./DP ID-Client ID	
Email ID	

I/We, being the member(s) of shares, hereby appoint:

1.Name: Address:
E-mail Id: Signature: , or failing him
2.Name: Address:
E-mail Id: Signature: , or failing him
3.Name: Address:
E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company to be held on 20th September, 2018 at 1030 hours at NDMC Indoor Stadium, Talkatora Garden, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No. Resolutions

Ordinary Business

1. To receive, consider and adopt the (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon.
(ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of the Auditors thereon.
2. To appoint a director in place of Dr. G. Vishwakarma (DIN:07389419), who retires by rotation at this Annual General Meeting and is eligible for re-appointment.
3. To fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2018-19.

Special Business

4. To appoint CA Kartar Singh Chauhan (DIN:07811175) as an Independent Director of the Company.
5. To appoint Prof. Narendra Kumar Taneja (DIN:07938062) as an Independent Director of the Company.
6. To appoint Shri Atul Srivastava (DIN:07957068) as a Whole-time Director of the Company.
7. To appoint Shri Harinand Rai (DIN:08189837) as a Whole-time Director of the Company.
8. To obtain consent for Borrowings upto ₹5,000 crore through private placement of Non-Convertible Debentures/Bonds and creation of charge on the assets of the Company.
9. To ratify Remuneration of Cost Auditors of the Company for the Financial Year 2018-19.

Please
affix
₹ 1
Revenue
Stamp

Signed thisday of2018

Signature of Member(s).....

Signature of proxy holder(s)

NOTE:

This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Ispat Bhawan, Lodi Road, New Delhi-110003 not less than 48 hours before the commencement of the Annual General Meeting.

FORMAT FOR FURNISHING THE BANK DETAILS, PAN, EMAIL ID, ETC.

To
MCS Share Transfer Agent Limited
Unit : Steel Authority of India Limited
F-65, Okhla Industrial Area, phase-I,
New Delhi - 110020

Dear Sir,

I/We, give my/our consent to update the following details in your records to effect payments of dividend or sending other communications by electronic means in compliance with the circular(s) issued by SEBI for equity shares of Steel Authority of India Limited.

FOLIO NO. : _____

NAME OF THE FIRST / SOLE HOLDER : _____

BANK'S NAME : _____

BRANCH'S NAME & ADDRESS : _____

ACCOUNT NO. : _____ ACCOUNT TYPE (SB / CURRENT) : _____

IFSC CODE : _____ MICR CODE : _____

EMAIL ID : _____ PHONE NO. : _____

PARTICULARS	NAME OF SHAREHOLDER(S)	PAN
FIRST / SOLE SHAREHOLDER		
1 ST JOINT SHAREHOLDER		
2 ND JOINT SHAREHOLDER		

Signature of 1st Shareholder

Signature of 1st Joint Shareholder

Signature of 2nd Joint Shareholder

Date : _____

Place: _____

Encl : Original cancelled cheque leaflet or attested copy of bank pass book showing name of account holder and self-attested copy of PAN Card(s).