

**STEEL AUTHORITY OF INDIA LIMITED**  
 REGISTERED OFFICE: ISPAT BHAWAN, LODI ROAD, NEW DELHI-110003  
 CIN: L27109DL1973GOI006454

## NOTICE

NOTICE IS HEREBY GIVEN THAT the 44th Annual General Meeting of the Members of Steel Authority of India Limited will be held at 1030 hours on Wednesday, the 21<sup>st</sup> September, 2016 at NDMC Indoor Stadium, Talkatora Garden, New Delhi-110001 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.
2. To appoint a director in place of Shri Binod Kumar (DIN: 06379761), 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 2016-17.

### SPECIAL BUSINESS

4. To appoint Shri P.K. Dash (DIN: 01578400) 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, Shri P.K. Dash (DIN: 01578400), 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 17<sup>th</sup> November, 2018."
5. To appoint Prof. Ashok Gupta (DIN: 07342950) 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. Ashok Gupta (DIN: 07342950), 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 17<sup>th</sup> November, 2018."
6. To appoint Shri Parmod Bindal (DIN: 06389570) 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, Shri Parmod Bindal (DIN: 06389570), 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 17<sup>th</sup> November, 2018."
7. To appoint Mrs. Anshu Vaish (DIN: 02924346) 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, Mrs. Anshu Vaish (DIN: 02924346), 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 her 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 17<sup>th</sup> November, 2018."
8. To appoint Dr. N. Mohapatra (DIN: 07352648) 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** Dr. N. Mohapatra (DIN: 07352648) 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."
9. To appoint Shri G. Vishwakarma (DIN: 07389419) 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 G. Vishwakarma (DIN: 07389419) 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."
10. To appoint Shri Raman (DIN: 06840232) 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 Raman, (DIN: 06840232) 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."
11. 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 resolution as a **Special Resolution**:  
**"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 AGM, 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, hypothecation, 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 the 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 aggregate of paid up share capital and reserves and surplus of the Company.

**"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."

12. 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 service tax 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 2016-17, 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.C. Jain)

Company Secretary

Place: New Delhi  
Dated: 11<sup>th</sup> August, 2016  
Registered Office:  
Ispat Bhawan, Lodi Road, New Delhi-110003.  
CIN: L27109DL1973GOI006454

**Notes:**

- The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business Item Nos.4 to 12 above is annexed hereto. The relevant details under Item No.2 of the Notice of the person seeking re-appointment as Director required vide Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.
- 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.
- 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.
- Members attending the meeting are requested to bring their copy of the Annual Report as extra copies will not be supplied.
- The Register of Members of the Company will remain closed from 23<sup>rd</sup> August, 2016 to 26<sup>th</sup> August, 2016 (both days inclusive).

- 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, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I,  
New Delhi-110020  
Phone No.011-41406149, E-mail: admin@mcsregistrars.com
- Dematerialisation**
  - 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. 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 in their interest, 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.
  - 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.
  - ECS MANDATE**  
  
Shareholders holding shares, whether in Physical or Demat form are advised to opt for Electronic Clearing Services (ECS) for any future payouts from the Company. Under the ECS, 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 ECS should provide details of their Bank Name, 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.

8. 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.
9. The Company has transferred to Investor Education and Protection Fund, unclaimed dividends till Financial Year 2008-09 (Interim). The Company has, thereafter, paid/declared the following dividends:

Year	Interim Dividend (%)	Final Dividend (%)
2008-2009	-	13.00
2009-2010	16.00	17.00
2010-2011	12.00	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	-	-

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

10. 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.
11. **Green Initiative in Corporate Governance of Ministry of Corporate Affairs**  
The Ministry of Corporate Affairs ("Ministry") 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 Ministry of Corporate Affairs, companies can now send various notices / documents (including notice(s) calling General Meeting(s), Audited Financial Statements, Directors' Report, Auditors Report, etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.  
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](mailto:admin@mcsregistrars.com)  
Please note that these documents will also be available on the Company's website [www.sail.co.in](http://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.
12. **Entry to the Auditorium will be strictly against Entry Slip available at the counters at the venue and against exchange of Attendance Slip.**
13. **No Brief case or Bag or mobile phone will be allowed to be taken inside the auditorium.**
14. **Information and other instructions relating to e-voting are as under:**

- (i) Pursuant to the 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an

electronic voting system from a place other than the venue of the meeting (remote e-voting).

- (ii) The facility for voting through ballot paper voting system shall also be made available at the venue of the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper voting system.
- (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of M/s Central Depository Services India Limited (CDSL) as the Agency to provide 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 as Scrutinizer to scrutinize the remote e-voting and voting at the meeting through ballot paper in a fair and transparent manner and he has communicated his willingness to be appointed and will be 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. 15<sup>th</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting or voting at the venue of the Meeting through ballot paper.
- (vii) A person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 15<sup>th</sup> September, 2016, **can follow the process for generating the Login ID and Password as provided in the Notice of the AGM.**
- (viii) The remote e-voting facility will be available during the following period:
- Commencement of remote e-voting: from 9.00 AM (IST) on 18<sup>th</sup> September, 2016.
  - End of remote e-voting: Up to 5.00 PM (IST) on 20<sup>th</sup> September, 2016.
- (ix) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by M/s CDSL upon expiry of the above period.
- (x) **Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.**
- (xi) The scrutinizer, after scrutinizing the votes cast at the meeting (ballot paper) and through remote e-voting, will, not later than three days of the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company- [www.sail.co.in](http://www.sail.co.in) and on the website of M/s MCS Share Transfer Agents Limited [www.mcsregistrars.com](http://www.mcsregistrars.com). The results shall simultaneously be communicated to the Stock Exchanges.
- (xii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 21<sup>st</sup> September, 2016.
- (xiii) **Information and other instructions relating to remote e-voting are as under:**
- (i) The voting period begins on Sunday, 18<sup>th</sup> September, 2016 at 9.00 AM (IST) and ends on Tuesday, 20<sup>th</sup> September, 2016 at 5.00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 15<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.

- (v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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)
	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" before the number after the first two characters of the name in CAPITAL letters e.g. if your name is RAMESH KUMAR with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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 (v).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for STEEL AUTHORITY OF INDIA LIMITED on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If 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.

(xix) Shareholders can also cast their votes using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple & Windows phone users can download the application from the app store, and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile application while voting on your mobile.

(xx) 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.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 15<sup>th</sup> September, 2016 may follow the same instructions as mentioned above for e-Voting.

(xxii) 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).



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

### Item No. 4

On nomination by the President of India vide Government's Notification F.No. 6(13)/2015-BLA dated 13th November, 2015, Shri P.K. Dash (DIN: 01578400) was appointed as an Additional Director of the Company with effect from 18th November, 2015. His tenure as Non-official Part-time Director (Independent Director) is for a period of three years with effect from 18th November, 2015 or until further orders, whichever is earlier. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri P.K. Dash 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 Shri P.K. Dash for the office of Director of the Company.

Shri P.K. Dash aged 62 years, is a former Indian Administrative Service (IAS) Officer of 1981 batch (Madhya Pradesh Cadre) and retired as Additional Chief Secretary to the Government of Madhya Pradesh. He is a Post Graduate in English Literature & Linguistics. During his 34 years of experience as a public servant he has worked in several key sectors like Finance & Taxation, Commerce & Industries, Labour & Industrial Health & Safety, Rural Development and Panchayati Raj & Social Welfare in the State Government of Madhya Pradesh. He also has the experience of working in the Government of India in various capacities such as Chief Executive Officer, Price Stabilisation Fund and as Joint Secretary in the Ministry of Commerce & Industry. He has also been associated with several Public Sector Undertakings such as Managing Director of M.P. Trade & Investment Facilitation Corporation Ltd. (MPTRIFAC) and M.P. State Industries Development Corporation Ltd. (MPSIDC) and Chairman & Managing Director of Export Credit Guarantee Corporation of India Limited.

He is a member of Audit Committee of the Company. He is also an Independent Director on the Boards of Delhi Mumbai Industrial Corridor Development Corporation (DMICDC) and Madhya Pradesh Road Development Corporation Limited (MPRDC).

Shri P.K. Dash 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 Shri P.K. Dash that he meets with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act.

Save and except Shri P.K. Dash 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 Shri P.K. Dash, 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 Notification F.No. 6(13)/2015-BLA dated 13th November, 2015, Prof. Ashok Gupta (DIN: 07342950) was appointed as an Additional Director of the Company with effect from 18th November, 2015. His tenure as Non-official Part-time Director (Independent Director) is for a period of three years with effect from 18th November, 2015 or until further orders, whichever is earlier. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Prof. Ashok Gupta 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. Ashok Gupta for the office of Director of the Company.

Prof. Ashok Gupta, aged 59 years, is a Professor in the Department of Civil Engineering, IIT, Delhi. He obtained his B.Tech. in Civil Engineering from IIT, Delhi in 1979 and Ph. D. from IIT, Delhi in 1984. He has about thirty years of research and teaching experience in India and abroad. He has supervised five Ph. D thesis, several M. Tech. and B. Tech projects. He has published a number of books and more than eighty papers in leading journals and peer reviewed conferences. His areas of specialization include earthquake engineering, health monitoring of structures and e-learning. He has held visiting research and teaching appointments at MIT (USA), EPFL (Switzerland) and Nanyang Technological University (Singapore). He has been Professor-in-charge Planning from 2004 to 2007, Dean of Alumni Affairs and International Programmes from 2007 to 2011, Dean, Infrastructure from 2012 to 2014 in IIT, Delhi, Member, Board of Governors of IIT, Delhi from January 2014 to December 2015, and is currently Deputy Director (Operations) at IIT Delhi.

Prof. Ashok Gupta 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. Ashok Gupta that he meets with the criteria

of independence as prescribed under sub-section 6 of Section 149 of the Act. He has been recently inducted as Member of the Audit Committee of the Company.

Save and except Prof. Ashok Gupta 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. Ashok Gupta, 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 Notification F.No. 6(13)/2015-BLA dated 13th November, 2015, Shri Parmod Bindal (DIN: 06389570) was appointed as an Additional Director of the Company with effect from 18th November, 2015. His tenure as Non-official Part-time Director (Independent Director) is for a period of three years with effect from 18th November, 2015 or until further orders, whichever is earlier. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri Parmod Bindal 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 Shri Parmod Bindal for the office of Director of the Company.

Shri Parmod Bindal, aged 54 years, is a practicing Chartered Accountant (CA) based at Chandigarh. He passed CA final examination in November, 1989 from the Institute of Chartered Accountants of India. He has also done certificate course of Arbitration in 2005 and Certificate Course of Indirect Taxes in 2013, both from the Institute of Chartered Accountants of India. His area of specialization is Direct and Indirect Taxes, Company Law matters, Accounting, Internal Audit and Statutory Audit. He has over two decades of experience of Statutory Audit of Government Departments, Public Sector Undertakings, Banks, etc.

He is a member of Audit Committee of the Company. He is holding 5000 equity shares of ₹10/- each being 50% of issued capital in Vayu Agro Farms Pvt. Ltd.

Shri Parmod Bindal 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 Shri Parmod Bindal that he meets with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act.

Save and except Shri Parmod Bindal 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.

Keeping in view the vast expertise and knowledge of Shri Parmod Bindal, 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 Notification F.No. 6(13)/2015-BLA dated 13th November, 2015, Mrs. Anshu Vaish (DIN: 02924346) was appointed as an Additional Director of the Company with effect from 18th November, 2015. Her tenure as Non-official Part-time Director (Independent Director) is for a period of three years with effect from 18th November, 2015 or until further orders, whichever is earlier. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Anshu Vaish 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 Mrs. Anshu Vaish for the office of Director of the Company.

Mrs. Anshu Vaish, aged 64 years, is a former Indian Administrative Service (IAS) officer of 1975 batch of Madhya Pradesh cadre and retired as Secretary, Department of School Education & Literacy, Ministry of Human Resource Development, Government of India. She is a Post Graduate in History. During her over 37 years of experience as a public servant, she has worked in several key sectors like Commerce & Industries, Tourism & Culture, Women & Child Development, Rural Industries, Public Health & Family Welfare, Social Welfare and Education in the State Government of Madhya Pradesh. She also has experience of working in the Government of India in various capacities in the Department of Culture in the Ministry of Human Resource Development, Director General of Archaeological Survey of India and finally as Secretary to the Government of India, Ministry of Human Resource Development, Department of School Education & Literacy.

She is also Members of Governing Body of various Non-Government Organization viz. Ranga Sri Little Ballet Troupe (LBT), Bhopal, PRADAN, New Delhi, KATHA, New Delhi, Centre for Equity Studies, New Delhi and Swami Sivananda Memorial Institute, New Delhi. She is also a Member of Institute Body of AIIMS, Bhopal. She has been recently inducted as Member of the Audit Committee of the Company.

Mrs. Anshu Vaish 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. The Company has received a declaration from Mrs. Anshu Vaish that she meets with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act.

Save and except Mrs. Anshu Vaish and her 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.

Keeping in view the vast expertise and knowledge of Mrs. Anshu Vaish, the Board considers it desirable that the Company should continue to avail itself of her services as a Director and recommends this Resolution for approval of the shareholders.

#### Item No.8

On nomination by the President of India vide Government's Order No.6(6)/2015-BLA dated 26th November, 2015, Dr. N. Mohapatra (DIN: 07352648) was appointed as an Additional Director of the Company with effect from 27th November, 2015 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 27th November, 2015 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 Dr. N. Mohapatra as a candidate for the office of Director of the Company.

Dr. N. Mohapatra, aged 59 years, is a MA, LL.B, Ph.D (in History) from the University of Delhi and two Post Graduation Diplomas in Management from the University of Kolkata and AIMA, New Delhi. Dr. N. Mohapatra joined SAIL in 1980. In his over 36 years of service in SAIL, Dr. Mohapatra held several important positions in the Company. Dr. Mohapatra has got in-depth insight in the various HR Issues including manpower restructuring, multi-skilling, climate survey, change management, human resource information systems, negotiations, township administration, automation of HR administration, innovative approach to employee communication, etc.

Dr. N. Mohapatra 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 Dr. N. Mohapatra 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.8 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.9

On nomination by the President of India vide Government's Order No.6(11)/2015 dated 30<sup>th</sup> December, 2015, Shri G. Vishwakarma (DIN: 07389419), was appointed as an Additional Director of the Company with effect from 31<sup>st</sup> December, 2015 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 31<sup>st</sup> December, 2015 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 G. Vishwakarma as a candidate for the office of Director of the Company.

Shri G. Vishwakarma, aged 55 years, is BE in Mechanical Engineering. He is also a Graduate in Industrial Engineering, ME in Environment Science & Engineering and PG Diploma in Business Management. Shri Vishwakarma joined the Company in January 1982 and steadily rose to the position of Asstt. General Manager before exploring options outside SAIL in 2006. Prior to joining the Company as Director, he was heading the upcoming 3-MTPA green field Steel Plant in Chhattisgarh State as Executive Director, NMDC Steel Ltd. (NSL). Apart from SAIL and NMDC Ltd., he has experience of working with Jindal Stainless Ltd. (JSL) and Ispat Industries Ltd.

He has been associated with Steel sector in India for nearly 34 years at Senior Executive positions. He is excellent at Steel Plant Projects, Operations & Management, executing large green field Projects like Integrated Steel Plants, Coal, Coke & Coal Chemicals Processing, Blast Furnace, Rolling Mills, Steel Melting Shops, Power Plant, Gas and Coal based DRI and Coke Ovens Plant.

Shri G. Vishwakarma 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 G. Vishwakarma 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.9 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.10

On nomination by the President of India vide Government's Notification No.6(12)/2015-BLA dated 14<sup>th</sup> March, 2016, Shri Raman (DIN: 06840232) was appointed as an Additional Director of the Company with effect from 1<sup>st</sup> July, 2016 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 1<sup>st</sup> July, 2016 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 Raman as a candidate for the office of Director of the Company.

Shri Raman, aged 58 years, is a B.Tech in Mechanical Engineering from BIT, Sindri, Dhanbad. Shri Raman joined SAIL in 1979 as Graduate Engineer. In his career spanning over 37 years, Shri Raman held various important positions in the Bokaro Steel Plant, which is one of the Integrated Steel Plants operated by the Company. He has also worked in Centre for Engineering & Technology and Salem Steel Plant. His area of specialization includes Operations and Management of Steel Plants, Projects Engineering, etc. He has been recently inducted as Member of the Audit Committee of the Company.

Shri Raman 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 Raman 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.10 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.11

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 ₹2,441 crore on its expansion programme till 30.04.2016. In order to part finance the expansion programme, your Company plans to borrow about ₹5,000 crore during the next year.

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 to the extent of ₹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.11 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, hypothecation, 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.

In view of the above, your Directors recommend to the Members to pass a special resolution under the provisions of Section 180(1)(a) of the Companies Act, 2013 in order to enable the Board of Directors of the Company to create mortgage and / or charge for securing the borrowings of the Company, as and when necessary.

The Board recommends the Resolution for your approval as Special Resolution. None of the Directors and / or Key Managerial Personnel or their relative(s) is / are concerned or interested in the resolution.

**Item No.12:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 30th May, 2016 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 2016-17 at a remuneration of ₹9,75,000/- plus service tax 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 Rs.35,000/- plus Service Tax, 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.12 of the Notice is submitted for approval of the Shareholders.

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

The Board recommends the resolution for your approval.

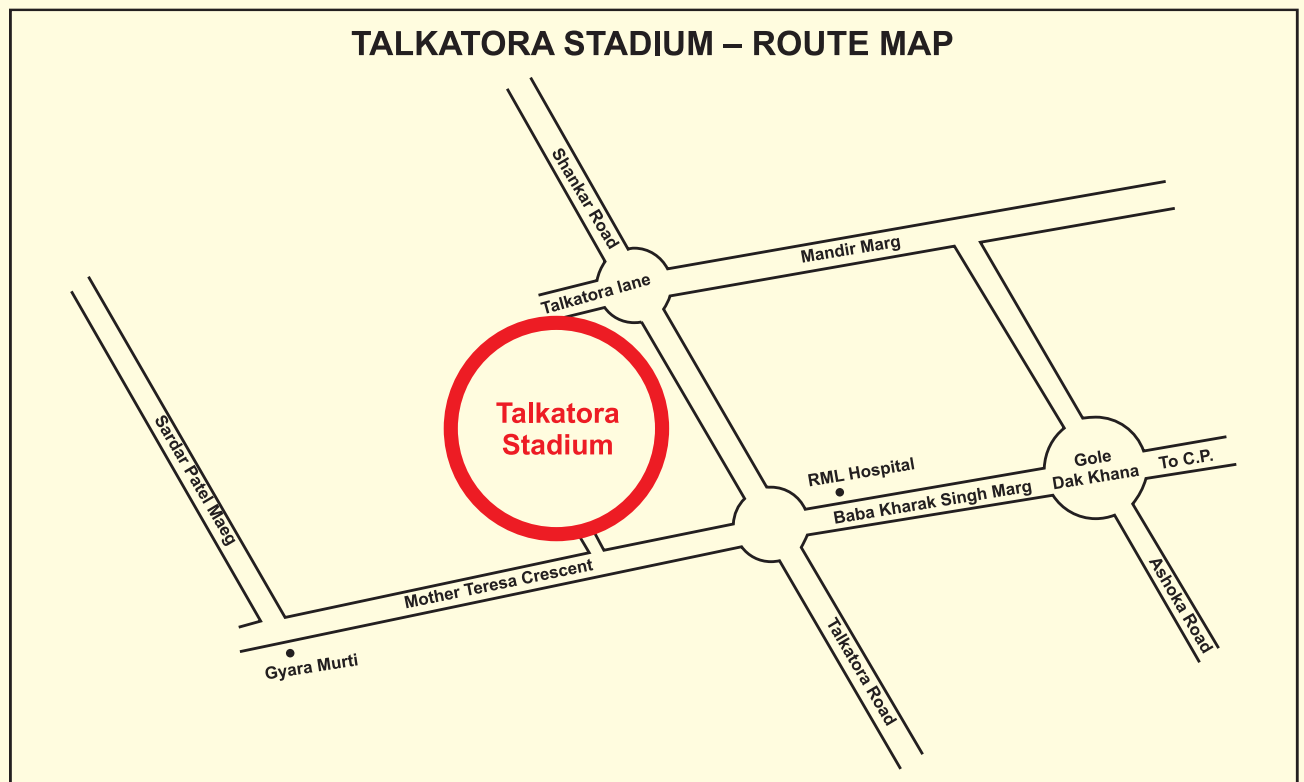
By order of the Board of Directors

(M.C. Jain)  
Company Secretary

Place: New Delhi  
Dated: 11<sup>th</sup> August, 2016  
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	<b>Shri Binod Kumar (DIN:06379761)</b>
Date of Birth	09.02.1957
Date of Appointment	02.12.2013
Expertise in Specific functional areas	Marketing
Qualifications	B.Tech (Metallurgy)
List of Companies in which outside Directorship is held.	-
Chairman/Member of the Committees of the Board of the Companies on which he is a Director.	-





## STEEL AUTHORITY OF INDIA LIMITED

CIN: L27109DLI973GOI006454

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

44<sup>th</sup> Annual General Meeting to be held on Wednesday, 21st September, 2016 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 44<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 21st September, 2016 at NDMC Indoor Stadium, Talkatora Garden, New Delhi-110001.

\*Applicable in case of Shares held in Physical Form

Member's/Proxy's Signature \_\_\_\_\_

#### NOTE:

- 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 R&TA counter(s) at the venue against which R&TA will provide admission card.
- Entry to the hall will be strictly on the basis of admission card as provided by R&TA.
- Members in person/Proxy holders may please carry photo-ID card for identification/verification purposes.
- Shareholder(s) present in person or through registered proxy shall only be entertained.
- 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).
- No gifts will be distributed at the Annual General Meeting.

## STEEL AUTHORITY OF INDIA LIMITED

CIN: L27109DLI973GOI006454

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 of the above named company, hereby appoint:

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

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

3.Name: ..... Address: ..... Signature: .....  
E-mail Id: .....

as my/our proxy and to vote (on a poll) for me/us and on or my/our behalf at the 44<sup>th</sup> Annual General Meeting of the Company to be held on 21<sup>st</sup> September, 2016 at 1030 hours and at any adjournment thereof in respect of such resolutions as are indicated below:

#### S.No. Resolutions

##### Ordinary Business

- To receive, consider and adopt the (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 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, 2016 and the Report of the Auditors thereon.
- To appoint a director in place of Shri Binod Kumar (DIN: 06379761), 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 2016-17.

##### Special Business

- To appoint Shri P.K. Dash (DIN-01578400) as an Independent Director of the Company.
- To appoint Prof. Ashok Gupta (DIN-07342950) as an Independent Director of the Company.
- To appoint Shri Parmod Bindal (DIN-06389570) as an Independent Director of the Company.
- To appoint Mrs. Anshu Vaish (DIN-02924346) as an Independent Director of the Company.
- To appoint Dr. N. Mohapatra (DIN-07352648) as a Whole-time Director of the Company.
- Appointment of Shri G. Vishwakarma (DIN-07389419) as a Whole-time Director of the Company.
- Appointment of Shri Raman (DIN: 06840232) as a Whole-time Director of the Company.
- To obtain consent for Borrowings and creation of charge on the assets of the Company.
- To ratify Remuneration of Cost Auditors of the Company.

Signed this .....day of .....2016

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.

Please  
affix  
₹ 1  
Revenue  
Stamp