



**SATHAVAHANA ISPAT LIMITED**  
(CIN - L27109TG1989PLC010654)

Regd.Office: 314, Sri Ramakrishna Towers, Nagarjuna Nagar, Hyderabad - 500073  
Corp.Office: Flat: 505, 5<sup>th</sup> Floor, Block -1, Divyashakti Complex, Ameerpet, Hyderabad-500016.  
Tel No. +91 40 23730812/3/4, Fax No. +91 40 23730566 E-mail: sathavahana@eth.net; Website : [www.sathavahana.com](http://www.sathavahana.com)

**POSTAL BALLOT NOTICE**

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

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Company is seeking approval of the Members for the proposed Special Resolutions appended below by way of Postal Ballot ("Postal Ballot") and / or through electronic voting ("e-voting").

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. The Notice will also be placed on the website of the Company, [www.sathavahana.com](http://www.sathavahana.com).

In the event the draft resolutions as set out in the Notice are approved by the requisite majority by means of Postal Ballot or e-voting (whichever method the Member opts for), the same shall be deemed to have been passed at a duly convened General Meeting of the Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company.

The Company is also providing e-voting facility as an alternate to the Members, which would enable the Members to cast their votes electronically instead of through physical postal ballot form. Members are advised to carefully read and follow the instructions on e-voting process printed in this Notice.

The Company has appointed Shri. D.Hanumanta Raju, (Membership No. 4044, CP No. 1709) partner at D.Hanumanta Raju & Co. Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer appointed by the Company upon completion of scrutiny of Postal Ballot & e-voting in a fair and transparent manner, will submit the report to the Chairman of the Company and the results of the Postal Ballot & e-voting will be announced on or before 6 PM on March 28, 2019 at the Corporate Office of the Company at Sathavahana Ispat Limited, 505, 5th Floor, Block 1, Divyashakti Complex, Ameerpet, Hyderabad – 500 016. The results of the Postal Ballot & e-voting will be posted on the Company's website [www.sathavahana.com](http://www.sathavahana.com) and also on the notice board placed at the Corporate Office of the Company besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

**SPECIAL BUSINESS**

**Item No.1 – Consent of Members for Reappointment of Shri. THANU KOLAPPA PILLAI (DIN: 00123920) as Independent Director:**

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to appoint Shri. THANU KOLAPPA PILLAI (DIN: 00123920), as Non-Executive and Independent Director of the Company, not liable to retire by rotation, who has already attained the age of 75 years for a second term from April 1, 2019 to March 31, 2024"

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

**Item No. 2 - Consent of Members for Reappointment of Shri. SYED ANIS HUSSAIN (DIN: 00115949) as Independent Director:**

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to appoint Shri. SYED ANIS HUSSAIN (DIN: 00115949), as Non-Executive and Independent Director of the Company, not liable to retire by rotation, who has already attained the age of 75 years for a second term from April 1, 2019 to March 31, 2024"

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

**Item No. 3 - Consent of Members for appointment of Smt. LATHA PAMULA (DIN: 08358726) as an Independent Woman Director:**

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to appoint Smt. Latha Pamula (DIN: 08358726), as Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a period of 5 years from April 1, 2019 to March 31, 2024"

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

**Item No. 4 - Consent of Members for appointment of Shri YEDA KIRAN KUMAR (DIN: 08068075) as Small Shareholder Director:**

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

"RESOLVED THAT pursuant to Sections 149, 150, 151, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to appoint Shri Yeda Kiran Kumar (DIN: 08068075), Non-Executive Small Shareholder Director of the Company, not liable to retire by rotation, for a period of 3 years from April 1, 2019 to March 31, 2022"

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

By Order of the Board  
**FOR Sathavahana Ispat Limited**

Place: Hyderabad  
Date: February, 15<sup>th</sup> 2019

Sd/-  
A.Sainath  
Company Secretary  
ACS-57553

**ANNEXURE TO THE NOTICE**

**DETAILS OF THE DIRECTORS**

<b>Name of Director</b>	<b>THANU KOLAPPA PILLAI</b>	<b>SYED ANIS HUSSAIN</b>	<b>LATHA PAMULA</b>	<b>YEDA KIRAN KUMAR</b>
<b>DIN</b>	00123920	00115949	08358726	08068075
<b>Date of Birth</b>	14.05.1935	29.05.1938	20.01.1980	12.02.1957
<b>Qualifications</b>	B.Com., M.B.A., CAIIB	M.A. (Econ)., C.A.I.I.B	MS.C., LLB,ACS	M.Tech
<b>Expertise in specific functional areas</b>	Over 35 years in Commercial Banking and Financial Management	Over 44 Years in Banking – Specialised in Financial Management currency management, Urban Co operative banking and administration.	Over Decade of experience in Legal and Secretarial Compliances.	Graduate in Electronics and Communication Engineering and holds a M.Tech, in Integrated Electronics and Circuits. After brief stint with DRDO as Defence Scientist-B, he had entire career with Department of Telecommunication, Government of India, and retired as Dy. Director General (DDG) in 2017
<b>List of Companies in which outside directorship of the company</b>	1.Bscpl Realty Limited 2.Amar Bio-Tech Limited 3.Venkateswara Financiers Hyderabad Private Limited 4.Bollineni Developers Limited 5.Aishu Deramlands Limited 6.Mokama - Munger Highway Limited 7.Kandamangalam Projects Private Limited 8Sagar Cements (R) Limited 9.Sagar Cements Ltd	1.Biochemical And Synthetic Products Private Limited 2.Godavari Drugs Limited	NIL	1.Gsn Communications Private Limited 2.Kug Energy Private Limited 3.Statforce Technologies Private Limited 4.Ten On Ten Mentoring & Advisory Services private Limited
<b>Chairman / Member of the Committees in other Companies</b>	1. <b>Chairman</b> of Nomination and Remuneration Committee and Corporate Social Responsibility committee in Sagar Cements.  2. <b>Member</b> of Audit Committee and Investment Committe in Sagar Cements.	NIL	NIL	NIL
<b>No.Shares Held</b>	NIL	1000	NIL	NIL

**Notes:**

- The explanatory statement pursuant to Section 102 and 108 of the Companies Act 2013, stating all material facts and the reasons for the proposed resolution is annexed herewith.
- The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 15, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
- Members whose names appear on the Register of Members / List of Beneficial Owners as February 15, 2019 will be considered for the purpose of voting.
- Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [xlfield@gmail.com](mailto:xlfield@gmail.com). The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on February 15, 2019.
8. Voting period commences on and from February 24<sup>th</sup>, 2019 (i.e. 9:00 Hours IST) and ends March 25<sup>th</sup>, 2019 on (i.e. 17:00 Hours IST).
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on March 25<sup>th</sup>, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on March 25<sup>th</sup>, 2019, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before March 28<sup>th</sup>, 2019 at the Corporate office of the company and will also be displayed on the Company website ([www.sathavahana.com](http://www.sathavahana.com)), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot i.e. on or before March 28<sup>th</sup>, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Company's Corporate office in Hyderabad during office hours on all working days from the date of dispatch of the Notice till March 25<sup>th</sup>, 2019.
15. In compliance with provisions of Section 108, 110 of the Companies Act, 2013 read with Rules prescribed thereunder, as amended, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing (the "Remote e-voting") e-voting facility to all its Members. Members have option to vote either through e-voting or through Ballot Form.

**The instructions for e-voting are as follows:**

**(I) In case of members receiving e-mail:**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.

- v. 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.
- vi. If you are a first time user follow the steps given below :

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha - numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(II) In case of members receiving the Physical copy of Notice of Postal Ballot [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy:**

- A. Please follow all steps from sl. no. (ii) to sl. no. (xvii) Above, to cast vote. 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 Corporate.
- B. 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).

- C. 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.
- D. The list of accounts 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.
- E. 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.

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).

## **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

### **Item Nos. 1 and 2:**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri. THANU KOLAPPA PILLAI (DIN: 00123920) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 at 25th AGM to hold office from 01.10.2014 to 30.09.2019, not liable to retire by rotation.

Shri K. Thanu Pillai, B.Com. CAIIB, M.B.A., is a retired banking professional who has served State Bank Group for about 35 years and retired as Managing Director of State Bank of Hyderabad. He is an Independent Director on the Board of Directors of the Company. Shri K. Thanu Pillai is also a Director on several other companies with rich experience in commercial banking and financial management. As per the provisions of Section 149 of the Companies Act 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Shri K. Thanu Pillai has, in pursuance of Section 149 of the Companies Act 2013 read with Schedule IV thereto and Companies (Appointment and Qualification of Directors) Rules 2014, given a declaration to the Board that he meets the criteria of independence as provided thereunder. In the opinion of the Board Shri K. Thanu Pillai fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. Other than Shri K. Thanu Pillai, none of the other Directors on the Board, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

Shri Syed Anis Hussain (DIN: 00115949) was appointed as Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 at 25th AGM to hold office from 01.10.2014 to 30.09.2019, not liable to retire by rotation

Shri Syed Anis Hussain had his entire career in Reserve Bank of India and retired as its 'Executive Director' in the year 1998. He also served as Banking Ombudsman for Andhra Pradesh for over three years. Mr. Hussain is an M.A.(Econ), C.A.I.I.B., with specializations in Banking -specialized in currency management, Urban Co-operative banking and administration.

Earlier he was on the Boards of

- i) Bharatiya Reserve Bank Note Mudran Private Limited,
- 2) Indian Immunologicals Limited and
- 3) RBI nominee Director on the Boards of three nationalised banks Viz; Andhra Bank, United Bank of India and Indian Bank.

Shri Syed Anis Hussain has, in pursuance of Section 149 of the Companies Act 2013 read with Schedule IV thereto and Companies (Appointment and Qualification of Directors) Rules 2014, given a declaration to the Board that he meets the criteria of independence as provided thereunder. In the opinion of the Board Shri Syed Anis Hussain fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

Other than Shri Syed Anis Hussain, none of the other Directors on the Board, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

The Board of Directors in the interests of the Company commends the resolution for your approval.

**Item Nos. 3:**

Smt. Latha Pamula (DIN: 08358726) was appointed as an Additional Director of the Company with effect from 14<sup>TH</sup> February, 2019 by the Board of Directors under Section 161 of the Act and as per the Articles of Association of the Company. In terms of Section 161(1) of the Act, Smt. Latha Pamula (DIN: 08358726) holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. Smt. Latha Pamula is a Qualified Company Secretary and has close to decade old experience in Legal compliances, Due Diligence, Drafting and Secretarial Compliances.

Smt. Latha Pamula (DIN: 08358726) as a Woman Director will be beneficial to the Company and comply the provisions of Companies Act, 2013 and listing regulations for Appointment of Independent Woman Director on the Board of the company.

The Board of Directors in the interests of the Company commends the resolution for your approval.

**Item No. 4:**

A member of the company, pursuant to Section 160 of the Companies Act 2013, has proposed the candidature of candidature of Shri Yeda Kiran Kumar (DIN: 08068075) for appointment as a Director on the Board of the Company and the Company has opted suo motu to appoint him as a Small Shareholder Director in pursuance of the provisions of Section 151 of the Companies Act 2013 and Companies (Appointment and Qualification of Directors) Rules 2014. Pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the Companies Act 2013, the Company is required to inform the members of the above referred candidature and place notice of such candidature on its website. Accordingly, election of a small shareholders director, if approved by the Board, can be considered by the members only by way of a resolution put for voting through Postal Ballot.

As per the provisions of Section 151 of the Companies Act 2013, a Small Shareholder Director shall hold office for a term up to three consecutive years on the Board of a Company and is not liable to retire by rotation.

Shri Yeda Kiran Kumar is a graduate in Electronics and Communication Engineering and holds a M.Tech, in Integrated Electronics and Circuits. After brief stint with DRDO as Defence Scientist-B, he has his entire career

with Department of Telecommunication, Government of India, and retired as Dy. Director General (DDG) in 2017. He is member of Rotary Club and represented the club in foreign country.

The Board of Directors in the interests of the Company commends the resolution for your approval.